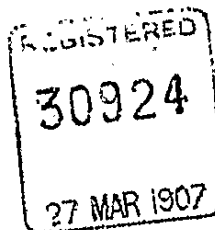


"COMPANIES' ACTS, 1862 to 1900."



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

DECLARATION of Compliance with the requisitions of the Companies'

Acts, made pursuant to S. 1 (2) of the Companies' Act, 1900 (63 and 64

Vict. Ch. 48) on behalf of a Company proposed to be registered as the

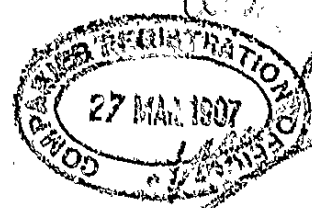
Society of Laundry Engineers
and Allied Trades Limited

Presented for Filing

by Claudius Geo. Algar

17 Abchurch Lane

London E.C.



348



I Horace James Rand
Nº 2 Broad Street Buildings
in the City of London Secretary
of a Public Company

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation,"
or
"A person named in
"the Articles of
"Association as a Direc-
"tor or Secretary."

Do solemnly and sincerely declare that I am ^(a) a person
named in the Articles of
Association as Secretary

of the Society of Laundry Engineers
and Allied Trades

Limited, and That all the requisitions of the Companies' Acts 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 16 Abchurch Lane
in the City of London
the 27 day of March
one thousand nine hundred and Seven before
me,

H. J. Berryman

A Commissioner for Oaths.

H. J. Rand

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

Memorandum

AND

Articles of Association

OF

THE SOCIETY OF LAUNDRY ENGINEERS
AND ALLIED TRADES
LIMITED.

Incorporated the _____ day of _____ 1907

CLAUDIUS GEO. ALGAR,
17, ABCHURCH LANE,
LONDON, E.C.

Memorandum

AND

Articles of Association

OF

THE SOCIETY OF LAUNDRY ENGINEERS
AND ALLIED TRADES
LIMITED.

Incorporated the _____ day of _____ 1907.

CLAUDIUS GEO. ALGAR,
17, ABCHURCH LANE,
LONDON, E.C.



27 MAR 1907

THE COMPANIES ACTS, 1862 to 1900.

COMPANY LIMITED BY GUARANTEE.
and not having a capital divided into shares
~~divided into shares~~ divided into shares.

Memorandum of Association

OF

The Society of Laundry Engineers and Allied Trades LIMITED.

1 The name of the Company is "THE SOCIETY OF LAUNDRY
ENGINEERS AND ALLIED TRADES LIMITED."

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

3 The objects for which the Company is established are:—

- (a) To promote support and protect the welfare and interest of Laundry Engineers and Allied Traders.
- (b) To consider and discuss all questions affecting Laundry Engineers and Allied Traders.
- (c) To promote or oppose legislation or other measures affecting Laundry Engineers and Allied Traders.



- (d) To collect and furnish information relating to the trades of Laundry Engineers and Allied Traders
- (e) To hold carry on manage or control Exhibitions of Machinery Utensils and Appliances used or connected with the trades of Laundry Engineers and Allied Traders.
- (f) To purchase take on lease hire or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the Company.
- (g) To construct alter and maintain any buildings necessary or convenient for the purposes of the Company.
- (h) To sell improve manage develop lease mortgage dispose of turn to account or otherwise deal with all or any part of the property of the Company.
- (i) To invest the moneys of the Company not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (j) To borrow or raise or secure the payment of money in such manner as the Company shall think fit
- (k) To do all such things as are or may be for the support protection welfare or interest of the trades of Laundry Engineers and Allied Traders or any of such Trades.
- (l) To do all such other things as are or may be conducive to the attainment of the above objects or any of them.

4 Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £3 3s. 0d.

That the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

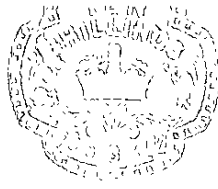
Names, Addresses, and Descriptions of Subscribers.

Andrew Hawkins Jangueray. Manufacturer
55 Cuthbert Road. E.C. Southwark S.E.
Charles Burns 1 Southwark Bridge Buildings, Engineer
Frank A. Dixon 24 Garlick Hill E.C. Engineer
William Henry Hobson, 9143 Newington Causeway Engineer
William Ross Harvey 6 Holborn Road E.C. Manufacturer.
James J. Lane. Phoenix Engine Works Cranbrook W. E.
Engineer
Arthur Timms. 16. City Road. E.C. Manufacturer.

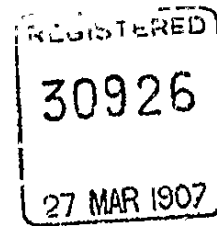
Dated the 26th day of March 1907

Witness to all the above signatures.

Harold Francis Haslam
41 Ladbroke Road. Brompton S.W.
Mercantile Clerk



92 1173



THE COMPANIES ACTS, 1862 to 1900

COMPANY LIMITED BY GUARANTEE.
and not having a capital divided into shares

Articles of Association
OF
The Society of Laundry
Engineers and Allied Trades
LIMITED.

PRELIMINARY.

1 The marginal notes hereto shall not affect the construction hereof and in these presents unless there be something in the subject or context inconsistent therewith—

"The Society" means the above named Society Interpretation
The Society.

"Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by "The Companies Acts 1832" (ss. 51 and 129) Special and
Extraordinary
Resolution.

"The Council" means the Members for the time being of the Council hereby constituted The Council.

"The Office" means the Registered Office for the time being of the Company. The Office.



350

- The Register** "The Register" means the Register of Members to be kept pursuant to Section 25 of the Companies Act 1862.
- Month.** "Month" means calendar month.
- In writing.** "In writing" and "written" include printing lithography and other modes of representing or reproducing words in a visible form.
- Words.** Words importing the singular number only include the plural number and *vi e versa*.
- Words importing the masculine gender only include the feminine gender.
- Words importing persons include corporations.
- Members.** 2 The Subscribers to the Memorandum of Association of the Society and such other persons as shall be admitted to membership in accordance with these regulations and none others shall be members of the Society and shall be entered in the register of Members accordingly.
- Classes.** 3 There shall be two classes of Members namely (1) life Members and (2) subscribing Members.
- Qualification.** 4 The qualification of a life Member shall be the payment at one time to the Society of £21.
- The qualification of a subscribing Member shall be the annual payment to the Society of the sum of £3 3s. 0d. and in addition as regards Members admitted after the expiration of one week from the date of the registration of the Society the payment to the Society of an entrance fee of £2 2s. 0d. The qualification of life Members and subscribing Members respectively shall be liable to increase or reduction as may from time to time be determined by vote of an extraordinary general meeting of the Society.
- Number of Members.** 5 For the purposes of registration the number of Members is to be taken to be one hundred but the Council may from time to time register an increase of Members.

6 No person shall be admitted a Member of the Society in either class until he is first approved by the Council and the Council shall have full discretion as to the admission of any person to membership in either class.

Approval by
Council.

7 Where any person desires to be admitted to membership of the Society he must sign and deliver to the Society an application for admission framed in such terms as the Council shall require and such application must be accompanied by the sum of £21 or £5 5s. according to the class in respect of which he desires to become a Member.

Application.

8 The privileges of a life Member shall not be transferable and shall cease on his death. The privileges of a subscribing Member shall not be transferable and shall cease on his death or on his failure in any year after his admission to pay his annual subscription on or before the First day of February in that year.

No Transfer.

9 The Members of the Society for the time being whether life Members or subscribing Members shall have equal interests in the property and assets of the Society.

Interest of
Members in pro-
perty and assets.

10 Any Member who shall fail in observance of any of the regulations or bye-laws of the Society may be excluded from the Society by resolution of a majority of at least three-fourths of the Members of the Council present and voting at a Special Council Meeting at which not less than eight Members shall be present. Each Member shall have seven clear days' notice sent to him of the Council Meeting and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Council allows. A Member excluded from the Society by such meeting may within seven days after notice of his exclusion appeal from the decision of the Council to a Special Meeting of the Society which shall thereupon be convened by the Council.

Exclusion.

11 A majority of not less than three-fourths of the Members present at such last-mentioned Special Meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

Annulling
exclusion.

12 A Member so excluded shall forfeit all claim to a return of the money paid by him to the Society on his admission as a Member thereof or by way of annual subscription as the case may be and all interest in the property and assets of the Society and shall cease to be a Member of the Society.

Bankrupt
Member.

13 If any Member of the Society shall become bankrupt he shall *ipso facto* cease to be a Member and to have any interest in the property and assets of the Society.

GENERAL MEETINGS.

When First
Meeting to be
held.

14 The First General Meeting of the Society shall be held at such time not being more than three months from the incorporation of the Society and at such place as the Council may determine.

When
subsequent
General
Meetings to be
held.

15 Subsequent General Meetings shall be held once in the year 1908 and in every subsequent year at such time and place as may be prescribed by the Society in General Meeting and if no other time or place is prescribed a General Meeting shall be held on the first Monday of March in every year at such time and place as may be determined by the Council.

Distinction
between
Ordinary and
Extraordinary
Meetings.

16 The General Meetings referred to in the last preceding Clause shall be called Ordinary Meetings all other meetings of the Society shall be called Extraordinary Meetings.

When
Extraordinary
Meeting to be
called.

17 The Council may whenever they think fit and they shall upon a requisition by any ten or more Members forthwith proceed to convene an Extraordinary General Meeting of the Society and in case of such requisition the provisions contained in the four clauses next following shall have effect.

Form of
requisition for
meeting.

18 Any such requisition shall state the objects of the meeting required and shall be signed by the requisitionists and shall be deposited at the office. It may consist of several documents in like form each signed by one or more of the requisitionists.

19 In case the Council do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.

When
requisitionists
may call
meeting.

20 If at any such meeting a resolution requiring confirmation at another meeting is passed the Council shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and if thought fit of confirming it as a special resolution and if the Council do not convene the meeting seven days from the date of the passing of the first resolution the requisitionists or a majority of them may themselves convene the meeting.

Confirmation
Meeting.

21 Any meeting convened under either of the two last preceding clauses by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

How
requisitionists to
call meeting.

22 Seven clear days' notice at the least to the Members specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided and with the consent in writing of all the Members a meeting may be convened by a shorter notice and in any manner they think fit.

Notice of
Meeting.

23 Where it is proposed to pass a Special Resolution the two meetings may be convened by one and the same notice and it is to be no objection to such notice that it only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

Two meetings
convened by one
notice.

24 The accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at any such meeting.

As to omission
to give notice.

PROCEEDINGS AT GENERAL MEETINGS.

Business of
Ordinary
Meeting.

25 The business of an Ordinary Meeting other than the first one shall be to receive and consider the statement of the income and expenditure of the Society and the balance sheet the reports of the Council and of the Auditors to elect the Members of the Council and other officers in the place of those retiring by rotation and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

Special business.

Quorum.

26 Five Members personally present shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

Chairman of
General Meeting.

27 The President shall be entitled to take the chair at every General Meeting or if there be no President or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting the Members present shall choose one of the Vice-Presidents as Chairman and if no Vice-President be present or if all the Vice-Presidents present decline to take the Chair then the Members present shall choose another Member of the Council as Chairman and if no Member of the Council be present or if all the Members of the Council present decline to take the chair then the Members present shall choose one of their number to be Chairman.

When if quorum
not present
Meeting be
dissolved and
what to be.

28 If within half-an-hour from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved but 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 those Members who are present shall be a quorum and may transact the business for which the meeting was called.

How questions
to be decided at
Meetings.
Casting vote

29 Every question 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 on a show of hands and at the poll have a casting vote in addition to the vote to which he may be entitled as a Member.

30 At any General Meeting unless a poll is demanded by at least five Members a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Society 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.

What is to be evidence of the fact of a resolution being carried or lost if it is not demanded.

31 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Poll.

32 The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

Power to adjourn General Meeting.

33 Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

In what cases no poll.

34 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Business may proceed notwithstanding demand of a poll.

VOTES OF MEMBERS.

35 Every Member shall have one vote and no more.

Votes of Members.

36 No Member shall be entitled to vote at any meeting unless all moneys due from him to the Society have been paid.

No Member indebted to the Society to vote.

37 Votes may be given either personally or by proxy.

Proxies permitted.

Instrument
appointing proxy
to be in writing.

38 The instrument appointing a proxy shall be in writing under the hand of the appointor or if such appointor is a Corporation under its common seal and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a Member of the Society and qualified to vote save that a Corporation being a Member of the Society may appoint as its proxy one of its officers though not a member of the Society.

And to be
deposited at
Office.

39 The instrument appointing a proxy shall be deposited at the Registered Office of the Society not less than forty eight hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

When vote by
proxy valid
though authority
revoked.

40 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided no intimation in writing of the death or revocation shall have been received at the Registered Office of the Society before the meeting.

Form of proxy.

41 Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the following effect :—

THE SOCIETY OF LAUNDRY ENGINEERS & ALLIED TRADES
LIMITED

I _____ of _____ in the
County of _____ being a Member of the Society of Laundry
Engineers and Allied Trades Limited hereby appoint
of _____ or failing him
of _____ or failing him
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 Society
to be held on the _____ day of _____ and at any
adjournment thereof
As witness my hand this _____ day of _____
Signed by the said _____ in the presence of _____

THE COUNCIL.

42 There shall be a Council for the management of the affairs of the Society and the number of the Members of the Council shall not be less than 17 or more than 20. Of the members of the Council one shall be President and not more than six of them may be Vice-Presidents. The Council may act notwithstanding that there may be no President. The first Members of the Council shall be the following :—

PRESIDENT.

JOSEPH JAMES LANE, Esq.

VICE-PRESIDENTS.

HORACE BROADBENT, Esq.	JAMES KENYON, Esq., J.P.
F. A. FIELD, Esq.	HARRY CROFTS LONGSDON, Esq., J.P.
WILLIAM HENRY HOBSON, Esq.	W. GRANT PATON, Esq.

ORDINARY MEMBERS.

MR. ANDREW HAWKINS TANQUERAY.	MR. WILLIAM ROSS HARVEY.
„ JOHN BULEY.	„ JAMES THOMAS LANE.
„ CHARLES BURNS.	„ N. STEINBERG.
„ FRANK ARTHUR DIXON.	„ ARTHUR TIMMS.
MR. W. R. WHITAKER.	

Immediately after the ordinary general meeting in the year 1908 and each subsequent year the Council shall elect from amongst the members thereof a President Vice-Presidents and Chairman of the meetings of the Council for the ensuing year. The President Vice-Presidents and Chairman for the time being shall retain office until the next annual election of President Vice-Presidents and Chairman.

43 The Council may at any time and from time to time appoint a Member of the Society to be a Member of the Council either to fill a casual vacancy or as an addition to the Council but so that the total number of Members of the Council shall not at any time exceed the maximum number fixed as above. But any Member of the Council so appointed shall hold office only until the next following ordinary general meeting of the Society and shall then be eligible for re-election.

Power for
Council to
appoint addi-
tional members.

44 The Council shall have power from time to time to appoint a Member of the Council to be President to fill a casual vacancy and may also appoint any Member of the Council to be a Vice-President either to fill a casual vacancy or as an addition to the number of Vice-Presidents but so that the total number of Vice-Presidents shall not at any time exceed the maximum number fixed as above.

When office of
Member of
Council to be
vacated.

45 The office of a Member of the Council shall *ipso facto* be vacated

- (A) If he become bankrupt or suspend payment or compound with his creditors.
- (B) If he be found lunatic or become of unsound mind.
- (C) If he cease to be a Member of the Society.
- (D) If not being the President or Vice-President he absent himself from the meetings of the Council during a period of two calendar months without special leave of absence from the Council.
- (E) If by notice in writing to the Society he resign his office.

ROTATION AND RETIREMENT OF MEMBERS OF THE COUNCIL.

Rotation and
retirement of
Members of the
Council.

46 At the Ordinary General Meeting to be held in the year 1908 and at every succeeding Ordinary General Meeting one-third of the Council or if their number is not a multiple of three then the nearest number to but not exceeding one-third shall retire from office. A retiring Member of the Council shall retain office until the dissolution or adjournment of the Meeting at which his successor is elected.

Which Members
of Council to
retire.

47 The one-third or nearest number to retire at the Ordinary General Meeting to be held in the year 1908 shall unless the members of the Council agree among themselves be determined by lot. In every subsequent year the one-third or other nearest number who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Member or Members to retire shall in default of agreement between them be determined by lot. A retiring Member of the Council shall be eligible for re-election.

48 The Society at any General Meeting at which any Members of the Council retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be Members of the Council and without notice in that behalf may fill up any other vacancies.

Members of Council

49 If at any General Meeting at which an election of Members of the Council ought to take place the places of the retiring Members of the Council are not filled up the retiring Members or such of them as have not had their places filled up shall if willing continue in office until the dissolution of the Ordinary Meeting in the next year and so on from year to year until their places are filled up unless it shall be determined at such meeting to reduce the number of Members of the Council.

Retiring Members of Council to remain in office till successors appointed.

50 The Society in General Meeting may from time to time increase or reduce the number of Members of the Council and may determine in what rotation such increased or reduced number is to go out of office.

Power for General Meeting to increase or reduce number of Members of Council.

51 The Society may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Member in whose place he is appointed would have held the same if he had not been removed.

Power to remove Member of Council by Special Resolution.

52 No person not being a retiring Member of the Council shall unless recommended by the Council for election be eligible for election to the office of a Member of the Council at any General Meeting unless he or some other Member of the Society intending to propose him has at least fifteen clear days before the meeting left at the office of the Society a notice in writing duly signed signifying his candidature for the office or the intention of such Member of the Society to propose him and also signed by at least five Members of the Society supporting such candidature.

When candidate for office of Member of Council must give notice.

PROCEEDINGS OF THE COUNCIL.

Meetings of
Council, quorum,
&c.

53 The Council may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined four Members shall be a quorum.

How questions
to be decided.

54 Three or more members of the Council may at any time convene a meeting of the Council. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

Chairman of
Council.

55 In the absence of the duly elected Chairman of the Meetings of the Council the Members of the Council present shall elect one of the other Members of the Council to be Chairman of the Meeting.

Powers of
quorum.

56 A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under regulations of the Society for the time being vested in or exercisable by the Council generally.

Power to appoint
committees and
to delegate.

57 The Council 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 from time to time be imposed on it by the Council.

Proceedings of
Committee.

58 The meetings and proceedings of any such Committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding clause.

When acts of
Council or
Committee valid
notwithstanding
defective
appointment, &c.

59 All acts done at any meeting of the Council or of a Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Members of the Council or any of them 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 to be a Member of the Council.

MINUTES.

60 The Council shall cause Minutes to be duly entered in books provided for the purpose Minutes to be made.

- (a) Of all appointments of officers.
- (b) Of the names of the members present at each meeting of the Council and of any Committee of the Council.
- (c) Of all orders made by the Council and Committees of the Council.
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

And any such minutes of any meeting of the Council or of any Committee or of the Society 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.

POWERS OF THE COUNCIL.

61 The Council shall have absolute control over all the affairs and property of the Society and shall prescribe alter or cancel rules for the regulation of the Society and shall exercise all such powers of the Society as they shall think fit except as otherwise provided by these Articles.

General powers
vested in the
Council.

Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by these presents it is hereby expressly declared that the Council shall have the following powers to say power:—

Special powers
given to Council

- (1) To pay out of the funds of the Society the costs charges and expenses preliminary and incidental to the formation and registration of the Society.

To pay
preliminary
expenses.

To acquire
property.

- (2) To purchase or otherwise acquire for the Society any property rights or privileges which the Society is authorised to acquire at such price and generally on such terms and conditions as they think fit.

To borrow.

- (3) At their discretion to raise or borrow or secure the payment of any sum or sums of money for the purposes of the Society in such manner and upon such terms and conditions in all respects as they think fit.

To appoint
officers.

- (4) To appoint and at their discretion remove or suspend such secretaries officers clerks agents and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.

To appoint
Trustees.

- (5) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Society any property belonging to the Society or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

To bring and
attend actions,
&c.

- (6) To institute conduct defend compound or abandon any legal proceedings by and against the Society or its officers or otherwise concerning the affairs of the Society and also to compound or allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Society.

To refer to
arbitration.

- (7) To refer any claims or demands by or against the Society to arbitration and observe and perform the awards.

To determine
who to sign bills,
&c. on Society's
behalf.

- (8) To determine who shall be entitled to sign on the Society's behalf bills notes receipts acceptances indorsements cheques releases contracts and documents.

- (9) To invest and deal with any of the moneys of the Society not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments.

To invest
moneys.

- (10) To execute in the name and on behalf of the Society in favour of any Member of the Council or other person who may incur or be about to incur any personal liability for the benefit of the Society such mortgages of the Society's property (present and future) as they think fit and any such mortgage may contain a power of sale and such powers covenants and provisions as shall be agreed on.

To give security
by way of
indemnity.

- (11) From time to time to make vary and repeal rules and bye-laws for the regulation of the business of the Society its officers and servants or the Members of the Society or any section thereof. Provided that no rule bye-law or regulation shall be made under this power which would amount to such an addition to or alteration to these articles as could only legally be made by special resolution passed and confirmed in accordance with Sections 50 and 51 of the Companies Act 1862.

May make
bye-laws.

- (12) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes for the Society.

May make
contracts, &c.

SOLICITOR.

63 MR. CLAUDIUS GEORGE ALGAR, of No. 17, Abchurch Lane, London, E.C., shall be Solicitor for the Society.

First Solicitor.

SECRETARY.

64 HORACE JAMES RAND, of No. 2, Broad Street Buildings, London, E.C., shall be the first Secretary to the Society.

First Secretary.

THE SEAL.

Custody of Seal

65 The Council shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Council or a Committee of the Council previously given and in the presence of two Members of the Council at the least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

ACCOUNTS.

Accounts to be kept

66 The Council shall cause true accounts to be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure takes place and of the assets credits and liabilities of the Society.

Where to be kept

67 The books of account shall be kept at the Registered Office of the Society or at such other place or places as the Council think fit.

Inspection by Members

68 The Council 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 Society 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 Society except as conferred by statute or authorised by the Council or by a resolution of the Society in General Meeting.

Annual statement and balance sheet.

69 At the Ordinary Meeting in every year except the First Ordinary Meeting the Council shall lay before the Society a statement of the income and expenditure of the Society and a balance sheet containing a summary of the properties and liabilities of the Society made up to a date not more than four months before the meeting from the time when the last preceding account and balance sheet were made up or in the case of the first account and balance sheet from the incorporation of the Society.

70 Every such balance sheet shall be accompanied by a report of the Council as to the state and condition of the Society and the report and balance sheet shall be signed by two Members of the Council and countersigned by the Secretary.

Annual report
of the Council.

71 A printed copy of such statement balance sheet and report shall seven clear days previously to the meeting be served on each Member of the Society in the manner in which notices are hereinafter directed to be served.

Copy to be sent
to Members.

AUDIT.

72 Once at least in every year except the year 1907 the accounts of the Society shall be examined and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

Accounts to be
audited annually

73 The provisions of the Companies Act 1900 as to Auditors shall apply.

NOTICES.

74 A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered place of address.

How notices to
be served on
Members.

75 Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office.

When notice by
post deemed to
be served

76 The signature of any notice to be given by the Society may be written or printed.

How notice to
be signed.

How time to
be counted.

77 Where a given number of days' notice or notice extending over any period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

WINDING UP.

78 The Society shall be wound up voluntarily whenever an extraordinary resolution as defined by the Companies Act 1862 is passed requiring the Society to be wound up voluntarily.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Andrew Hawkins Langworthy Manufacturer
 55 Crompton Road, E.C. Southwark &
 Charles Burns 1 Southwark Bridge Road London E.C. Engineer
 Frank A. Dixon 24 Garlick Hill S.E. Engineer
 William Henry Hobson, 91 & 93 Newington Causeway S.E. Engineer
 William Ross Harvey 6 Holborn Viaduct E.C. Manufacturer
 James J. Lane. Phoenix Engine Works Grantham Lincs Engineer
 Arthur Timms. 16, City Road. E.C. Manufacturer.

Dated the 26th day of March 1907

Witness to all the above
 signatures.

Harold Francis Haslam
 41 Nassfeld Road
 Balham S.W.
 Mercantile Clerk

DUPLICATE FOR THE FILE.

No. 92.727



Certificate of Incorporation

I Hereby Certify, That the

Society of Laundry Engineers and Allied
Trades Limited

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is
Limited.

Given under my hand at London this Twenty-seventh day of March

One Thousand Nine Hundred and Seven

Fees and Deed Stamps £ 6-12-6

Stamp Duty on Capital £ —

H. F. Searle

Registrar of Joint Stock Companies.

Certificate received by Claudio Geo Algar

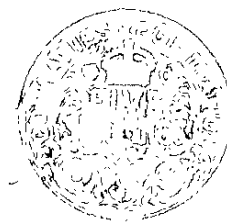
17 Abchurch Lane

Solicitor

Date 2nd April 1907.

92727/12

[Handwritten signature]

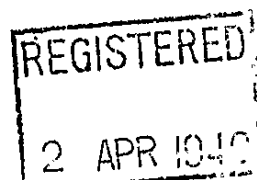


Special Resolution

OF

THE SOCIETY OF LAUNDRY ENGINEERS AND ALLIED TRADES LIMITED

Passed April 1st, 1940



At an Extraordinary General Meeting of the Members of the above-named Company held at the Registered Office of the Company, Grand Buildings, Trafalgar Square, London, W.C.2, on Monday, the 1st day of April, 1940, the following Resolution was duly passed as a Special Resolution.

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 thereof."

Dated the 1st day of April, 1940.

[Handwritten signature]

Chairman.

101



92727

Articles of Association

OF

**THE SOCIETY OF LAUNDRY ENGINEERS
AND ALLIED TRADES**

LIMITED.

Incorporated the Twenty-seventh day of March, 1907.

CHURCHILL CLAPHAM & CO.

1, BROAD STREET PLACE,

LONDON, E.C.2.

Articles of Association
OF
THE SOCIETY OF LAUNDRY ENGINEERS
AND ALLIED TRADES
LIMITED.

Incorporated the Twenty-seventh day of March, 1907.

CHURCHILL CLAPHAM & CO.
1, BROAD STREET PLACE,
LONDON, E.C.2.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A CAPITAL DIVIDED INTO SHARES.

Articles of Association
OF
The Society of Laundry
Engineers and Allied Trades
LIMITED.

(Adopted by Special Resolution of the Company passed
on the *1st* day of *April* 1940)

PRELIMINARY.

1 The marginal notes hereto shall not affect the construction hereof and in these presents unless there be something in the subject or context inconsistent therewith—

Interpretation.

“The Society” means the above named Company.

The Society.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by “The Companies Act 1929” (s. 117).

Special and
Extraordinary
Resolution.

“The Council” means the Members for the time being of the Council hereby constituted.

The Council.

“The Office” means the Registered Office for the time being of the Company.

The Office.

- The Register. "The Register" means the Register of Members to be kept pursuant to Section 95 of the Companies Act 1929.
- Month. "Month" means calendar month.
- In writing. "In writing" and "written" include printing lithography and other modes of representing or reproducing words in a visible form.
- Words. Words importing the singular number only include the plural number and *vice versa*.
- Words importing the masculine gender only include the feminine gender.
- Words importing persons include firms and corporations.
- Members. 2 Such persons firms or corporations as were members of the Society on the 1st day of May 1939 and such other persons firms and corporations as shall be admitted to membership in accordance with these regulations and none others shall be members of the Society and shall be entered in the register of Members accordingly.
- Firms. 3 If two or more persons for the time being carrying on business in partnership (hereinafter referred to as a "Firm") shall desire to be admitted to membership of the Society they shall make an application jointly in the name of the Firm specifying the names of the individual Members of the Firm and if admitted to Membership such Firm shall be registered as a Member in the Firm name. Notice in writing of the death or retirement of any Member of such Firm and of the addition to the members of such Firm of any other person shall be given by the Firm to the Council but provided such Notice is duly given the registration of the Firm shall not be affected by such death retirement or addition and on any change being effected in the name of any such Firm the Council may if it shall think fit on the application of the members of the Firm for the time being amend the Register of Members by deleting the old name and substituting therefor the new name of the Firm in question.

4 The qualification of a Member shall be the payment to the Society of an entrance fee of £2 2s. 0d. and the annual payment to the Society of the sum of £4 4s. 0d. The qualification of Members shall be liable to increase or reduction as may from time to time be determined by vote of an extraordinary general meeting of the Society.

Qualification.

5 For the purposes of registration the number of Members is to be taken to be two hundred but the Council may from time to time register an increase of Members.

Number for Registration

6 No person shall be admitted a Member of the Society until he is first approved by the Council and the Council shall have full discretion as to the admission of any person to membership.

Approval by Council.

7 Where any person desires to be admitted to membership of the Society he must sign and deliver to the Society an application for admission framed in such terms as the Council shall require and such application must be accompanied by the sum of £6 6s.

Application Form.

8 Subject as provided in clause 3 hereof the privileges of a Member shall not be transferable and in the case of a member being an individual shall cease on his death and in all cases on failure in any year after admission to pay the annual subscription on or before the First day of July in that year.

No Transfer.

9 The Members of the Society for the time being shall have equal interests in the property and assets of the Society.

Interest of Members in property and assets

10 Any Member who shall fail to observe any of the regulations or bye-laws of the Society may be excluded from the Society by resolution of a majority of at least three-fourths of the Members of the Council present and voting at a Special Council Meeting at which not less than eight Members shall be present. Each Member shall have seven clear days' notice sent to him of the Council Meeting and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Council allows. A Member excluded from the Society by such meeting may within seven days after notice of his exclusion appeal from the decision of the Council to a Special Meeting of the Society which shall thereupon be convened by the Council.

Exclusion.

Annulling
exclusion.

11 A majority of not less than three-fourths of the Members present at such last-mentioned Special Meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

12 A Member so excluded shall forfeit all claim to a return of the money paid by him to the Society on his admission as a Member thereof or by way of annual subscription as the case may be and all interest in the property and assets of the Society and shall cease to be a Member of the Society.

Bankrupt
Members.

13 If any Member of the Society shall become bankrupt or being a corporation shall go into liquidation (except for the purpose of amalgamation or reconstruction) he shall *ipso facto* cease to be a Member and to have any interest in the property and assets of the Society.

GENERAL MEETINGS.

When
subsequent
General
Meetings to be
held.

14 General Meetings shall be held once in every year at such time and place as may be prescribed by the Society in General Meeting and if no time or place is prescribed at such time and place as may be determined by the Council.

Distinction
between
Ordinary and
Extraordinary
Meetings.

15 The General Meetings referred to in the last preceding Clause shall be called Ordinary Meetings all other meetings of the Society shall be called Extraordinary Meetings.

When
Extraordinary
Meeting to be
called.

16 The Council may whenever they think fit and they shall upon a requisition by any *ten* or more Members forthwith proceed to convene an Extraordinary General Meeting of the Society and in case of such requisition the provisions contained in the three clauses next following shall have effect.

Form of
requisition for
meeting.

17 Any such requisition shall state the objects of the meeting required and shall be signed by the requisitionists and shall be deposited at the office. It may consist of several documents in like form each signed by one or more of the requisitionists.

18 In case the Council do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.

When
to give notice
to call
meeting

19 Any meeting convened under the preceding clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

How
requisitionists
call meeting

20 Seven clear days' notice at the least to the Members specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided and with the consent in writing of all the Members a meeting may be convened by a shorter notice and in any manner they think fit.

Notice of
meeting

21 The accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at any such meeting.

As to omission
to give notice.

PROCEEDINGS AT GENERAL MEETING.

22 The business of an Ordinary Meeting shall be to receive and consider the statement of the income and expenditure of the Society and the balance sheet the reports of the Council and of the Auditors to elect the Members of the Council and other officers in the place of those retiring by rotation and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

Business of
Ordinary
Meeting.

Special business

23 Five Members personally present shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

Quorum.

Chairman of
General Meeting.

24 The President shall be entitled to take the chair at every General Meeting or if there be no President or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting the Members present shall choose one of the Vice-Presidents as Chairman and if no Vice-President be present or if all the Vice-Presidents present decline to take the Chair then the Members present shall choose another Member of the Council as Chairman and if no Member of the Council be present or if all the Members of the Council present decline to take the chair then the Members present shall choose one of their number to be Chairman.

When if quorum
not present
Meeting be
dissolved and
when to be.

25 If within half-an-hour from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved but 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 those Members who are present shall be a quorum and may transact the business for which the meeting was called.

How questions
to be decided at
Meetings.
Casting vote.

26 Every question 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 on a show of hands and at the poll have a casting vote in addition to the vote to which he may be entitled as a Member.

What is to be
evidence of the
passing of a
Resolution
where poll is
not demanded.

27 At any General Meeting unless a poll is demanded by at least five Members a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Society 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.

Poll.

28 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

29 The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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.

Power to
adjourn General
Meeting.

30 Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment

Poll on election
of Chairman.

31 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Business may
proceed not-
withstanding
demand of a poll.

VOTES OF MEMBERS.

32 Every member (including every firm which shall be registered as a member) shall have one vote and no more.

Vote of
Members

33 No Member shall be entitled to vote at any meeting unless the entrance fee and all annual subscriptions due from him to the Society have been paid.

No Member
indebted to the
Society to vote.

34 Votes may be given either personally or by proxy.

Proxies
permitted.

35 The instrument appointing a proxy shall be in writing under the hand of the appointor or, if such appointor is a firm which is registered as a member, in the name of the firm or if a corporation, under its Common Seal, and shall be attested by one or more witnesses.

Instrument
appointing
proxy to be in
writing.

No person shall be appointed a proxy who is not either :—

- (a) A member of the Society qualifying to vote.
- (b) A member of a firm which is registered as a member of the Society and is qualified to vote, whether or not such firm is the appointor or
- (c) An officer of a corporation which is a member of the Society and is qualified to vote, whether or not such corporation is the appointor

PROVIDED ALWAYS that no member of a firm or officer of a corporation shall (unless he is himself registered as an individual member of the Society) act as the proxy of an individual or another firm or corporation unless he shall also be entitled by appointment to act as the proxy of the firm of which he is a member or the corporation of which he is an officer as the case may be.

And to be
deposited at
Office.

36 The instrument appointing a proxy shall be deposited at the Registered Office of the Society not less than forty-eight hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

When vote by
proxy valid
through
authority
is voted.

37 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided no intimation in writing of the death or revocation shall have been received at the Registered Office of the Society before the meeting.

Form of proxy.

38 Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the following effect :—

THE SOCIETY OF LAUNDRY ENGINEERS AND
ALLIED TRADES LIMITED.

I/We _____ of _____ in the
County of _____ being a Member of the Society
of Laundry Engineers and Allied Trades Limited hereby
appoint _____ of _____
or failing him _____ of _____
or failing him _____ of _____
as my/our proxy to vote for me/us and on my/our behalf at the
(*Ordinary or Extraordinary as the case may be*) General Meeting
of the Society to be held on the
day of _____ and at any adjournment
thereof.

As witness my/our hand this _____ day of _____
Signed by the said _____ in the presence
of _____

THE COUNCIL.

39 There shall be a Council for the management of the affairs of the Society and the number of the Members of the Council shall not be less than 17 or more than 28. Of the members of the Council one shall be President and not more than six of them may be Vice-Presidents. The Council may act notwithstanding that there may be no President.

Council.

All Members of Council must be Members of the Society or Members of Firms or Directors or Senior Officers of Corporations who are Members of the Society.

Immediately after the ordinary general meeting in each year the Council shall elect from amongst the members thereof a President Vice-Presidents and Chairman of the meetings of the Council for the ensuing year. The President Vice-President and Chairman for the time being shall retain office until the next annual election of President Vice-Presidents and Chairman.

40 The Council may at any time and from time to time appoint a Member of the Society or a member of a Firm or a Director of a Corporation which is a Member of the Society to be a Member of the Council either to fill a casual vacancy or as an addition to the Council but so that the total number of Members of the Council shall not at any time exceed the maximum number fixed as above. But any Member of the Council so appointed shall hold office only until the next following ordinary general meeting of the Society and shall then be eligible for re-election.

Power for
Council to
appoint addi-
tional members.

41 The Council shall have power from time to time to appoint a Member of the Council to be President to fill a casual vacancy and may also appoint any Member of the Council to be a Vice-President either to fill a casual vacancy or as an addition to the number of Vice-Presidents but so that the total number of Vice-Presidents shall not at any time exceed the maximum number fixed as above.

When office of
Member of
Council to be
vacated.

42 The office of a Member of the Council shall *ipso facto* be vacated

- (A) If he or the firm of which he is a member become bankrupt or suspend payment or compound with his creditors.
- (B) If the Corporation of which he is a Director shall go into liquidation except for the purpose of amalgamation or reconstruction.
- (C) If he be found lunatic or become of unsound mind.
- (D) If he or the Firm of which he is a member or the Corporation of which he is a Director cease to be a Member of the Society.
- (E) If not being the President or Vice-President he absent himself from three consecutive meetings of the Council and the Council at its next subsequent meeting resolves that he shall cease to be a Member of the Council.
- (F) If by notice in writing to the Society he resign his office.

ROTATION AND RETIREMENT OF MEMBERS OF THE COUNCIL.

Rotation and
retirement of
Members of the
Council.

43 At the Ordinary General Meeting in each year one-third of the Council or if their number is not a multiple of three then the nearest number to but not exceeding one-third shall retire from office. A retiring Member of the Council shall retain office until the dissolution or adjournment of the Meeting at which his successor is elected.

Which Members
of Council to
retire.

44 The one-third or nearest number to retire at each Ordinary General Meeting shall be the one-third or other nearest number who have been longest in office. As between two or more who have been in office an equal length of time the Member or Members to retire shall be determined by lot. A retiring Member of the Council shall be eligible for re-election.

Meeting to fill
up vacancies

45 The Society at any General Meeting at which any Members of the Council retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be Members of the Council and without notice in that behalf may fill up any other vacancies.

46 At least seven days before the Ordinary General Meeting in each year the Society may forward to every member a ballot paper in the usual form stating the number of members of the Council who are to be elected at such General Meeting and the names of the Members of the Council who are due to retire thereat but are willing to be re-elected and the names of the Members of the Society who have been nominated as Members of the Council in the place of those retiring and shall request each Member of the Society to complete such ballot paper by setting a cross against the names of the Candidates for election as Members of the Council for whom such Member is desirous of voting and to return it duly signed to the Society before the date of the General Meeting. If the Society shall duly forward such Ballot papers to the Members candidates equal in number to the total number of vacancies which require to be filled at such General Meeting who shall receive the most votes properly recorded on such ballot papers as shall have been duly completed and returned shall be deemed to have been elected Members of the Council. The accidental omission of the Society to forward a Ballot paper to any Member or Members or the failure of any Member or Members to receive such paper shall not invalidate such election.

Ballot.

47 If at any General Meeting at which an election of Members of the Council ought to take place the places of the retiring Members of the Council are not filled up the retiring Members or such of them as have not had their places filled up shall if willing continue in office until the dissolution of the Ordinary Meeting in the next year and so on from year to year until their places are filled up unless it shall be determined at such meeting to reduce the number of Members of the Council.

Retiring
Members of
Council to
remain in office
till successors
appointed.

48 Within the limits fixed by Article 39 the Society in General Meeting may from time to time increase or reduce the number of Members of the Council.

Power for
General Meeting
to increase or
reduce number
of Members of
Council.

49 The Society may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Member in whose place he is appointed would have held the same if he had not been removed.

Power to remove
Member of
Council by
Special
Resolution.

When candidate
for office of
Member of
Council must
give notice.

50 No person not being a retiring Member of the Council shall unless recommended by the Council for election be eligible for election to the office of a Member of the Council at any General Meeting unless he or some other Member of the Society intending to propose him has at least fifteen clear days before the meeting left at the office of the Society a notice in writing duly signed signifying his candidature for the office or the intention of such Member of the Society to propose him.

PROCEEDINGS OF THE COUNCIL.

Meetings of
Council,
quorum, etc.

51 The Council may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined four Members shall be a quorum.

How questions
to be decided.

52 Three or more members of the Council may at any time convene a meeting of the Council. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

Chairman of
Council.

53 In the absence of the duly elected Chairman of the Meetings of the Council the Members of the Council present shall elect one of the other Members of the Council to be Chairman of the Meeting.

Powers of
quorum.

54 A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under regulations of the Society for the time being vested in or exercisable by the Council generally.

Power to
appoint com-
mittees and to
delegate.

55 The Council 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 from time to time be imposed on it by the Council.

56 The meetings and proceedings of any such Committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding clause.

Proceedings of
Committee.

57 All acts done at any meeting of the Council or of a Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Members of the Council or any of them 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 to be a Member of the Council.

When acts of
Council or
Committee
valid notwith-
standing
defective
appointment,
etc.

MINUTES.

58 The Council shall cause Minutes to be duly entered in books provided for the purpose

Minutes to be
made.

- (a) Of all appointments of officers.
- (b) Of the names of the members present at each meeting of the Council and of any Committee of the Council.
- (c) Of all orders made by the Council and Committees of the Council.
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

And any such minutes of any meeting of the Council or of any Committee or of the Society 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.

POWERS OF THE COUNCIL.

General powers
vested in the
Council.

59 The Council shall have absolute control over all the affairs and property of the Society and shall prescribe alter or cancel rules for the regulation of the Society and shall exercise all such powers of the Society as they shall think fit except as otherwise provided by these Articles.

Specific powers
given to Council

60 Without prejudice to the general powers conferred by the last preceding Clause and the other powers conferred by these presents it is hereby expressly declared that the Council shall have the following powers that is to say power :—

To acquire
property.

- (1) To purchase or otherwise acquire for the Society any property rights or privileges which the Society is authorised to acquire at such price and generally on such terms and conditions as they think fit.

To borrow.

- (2) At their discretion to raise or borrow or secure the payment of any sum or sums of money for the purposes of the Society in such manner and upon such terms and conditions in all respects as they think fit.

To appoint
officers.

- (3) To appoint and at their discretion remove or suspend each secretaries officers clerks agents and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.

To appoint
Trustees.

- (4) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Society any property belonging to the Society or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

- (5) To institute conduct defend compound or abandon any legal proceedings by and against the Society or its officers or otherwise concerning the affairs of the Society and also to compound or allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Society. To bring and defend actions, etc.
- (6) To refer any claims or demands by or against the Society to arbitration and observe and perform the awards. To refer to arbitration.
- (7) To determine who shall be entitled to sign on the Society's behalf bills notes receipts acceptances indorsements cheques releases contracts and documents. To determine who to sign bills etc. on Society's behalf.
- (8) To invest and deal with any of the moneys of the Society not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments. To invest moneys.
- (9) To execute in the name and on behalf of the Society in favour of any Member of the Council or other person who may incur or be about to incur any personal liability for the benefit of the Society such mortgages of the Society's property (present and future) as they think fit and any such mortgage may contain a power of sale and such powers covenants and provisions as shall be agreed on. To give security by way of indemnity.
- (10) From time to time to make vary and repeal rules and bye-laws for the regulation of the business of the Society its officers and servants or the Members of the Society or any section thereof. Provided that no rule bye-law or regulation shall be made under this power which would amount to such an addition to or alteration to these articles as could only legally be made by special resolution passed and confirmed in accordance with the Companies Act 1929. May make bye-laws.
- (11) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes for the Society. May make contracts, etc.

THE SEAL.

Custody of Seal.

61 The Council shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Council or a Committee of the Council previously given and in the presence of two Members of the Council at the least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

ACCOUNTS.

Accounts to be kept.

62 The Council shall cause true accounts to be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure takes place and of the assets credits and liabilities of the Society.

Where to be kept.

63 The books of account shall be kept at the Registered Office of the Society or at such other place or places as the Council think fit.

Inspection by Members.

64 The Council 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 Society 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 Society except as conferred by statute or authorised by the Council or by a resolution of the Society in General Meeting.

Annual statement and balance sheet.

65 At the Ordinary Meeting in every year the Council shall lay before the Society a statement of the income and expenditure of the Society and a balance sheet containing a summary of the properties and liabilities of the Society made up to a date not more than four months before the meeting from the time when the last preceding account and balance sheet were made up or in the case of the first account and balance sheet from the incorporation of the Society.

66 Every such balance sheet shall be accompanied by a report of the Council as to the state and condition of the Society and the report and balance sheet shall be signed by two Members of the Council and countersigned by the Secretary.

Annual report
of the Council.

67 A printed copy of such statement balance sheet and report shall seven clear days previously to the meeting be served on each Member of the Society in the manner in which notices are herein after directed to be served.

Copy to be sent
to Members.

AUDIT.

68 Once at least in every year the accounts of the Society shall be examined and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

Accounts to be
audited
annually.

69 The provisions of the Companies Act 1929 as to Auditors shall apply.

NOTICES.

70 A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered place of address.

How notices to
be served on
Members.

71 Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office.

When notice by
post deemed to
be served.

72 The signature of any notice to be given by the Society may be written or printed.

How notice to
be signed.

73 Where a given number of days' notice or notice extending over any period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

How time to be
counted.



Number of
Companies

927-1/23

M

Form No. 11.

"THE COMPANIES ACT, 1929."

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL DIVIDED INTO SHARES.



A
Companies'
Fee Stamp
to be
impressed
here.

Notice of Increase in the Number of Members

OF

SOCIETY OF LAUNDRY ENGINEERS & ALLIED TRADES

LIMITED.

Pursuant to Section 7, Sub-Section (3), of The Companies Act, 1929.

(See Page 2 of this Form.)

18 APR 1940

CL 5951

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

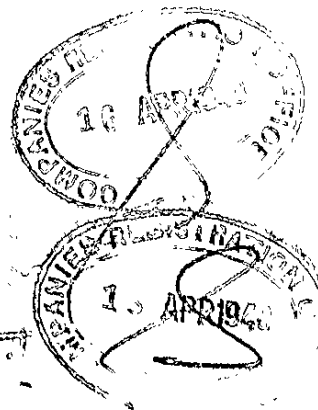
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

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

Presented by

CHURCHILL CLAPHAM & CO.,

1, Broad Street Place, E.C. 2.



Notice of Increase in the Number of Members

OF

SOCIETY OF LAUNDRY ENGINEERS & ALLIED TRADES

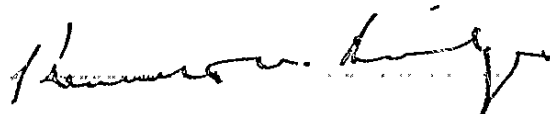
Limited.

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

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 7, Sub-Section (3), of The Companies Act, 1929, that by* Special Resolution of the Company dated the 1st day of April, 1940, the Number of Members in the Company has been Increased by the addition thereto of One hundred Members beyond the present Registered Number of One hundred Members.

Signature



Officer†

Secretary.

Dated the 13th day
of April 1940.

* Here insert, "a Special," "an Extraordinary," or "an Ordinary" as the case may be.

† State whether a Director or the Manager or Secretary of the Company.

"The Companies Act, 1929."

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL DIVIDED INTO SHARES.

NOTICE OF INCREASE

IN THE

NUMBER OF MEMBERS

OF

SOCIETY OF LAUNDRY ENGINEERS

& ALLIED TRADES

LIMITED.

(163)

THE COMPANIES ACT, 1929.

Companies Registration Office
Grand Hotel,
Llandudno,
N. Wales.

To the Secretary,

*Society of Laundry Engineers and
Allied Trades Limited*
Sir,

5 NOV 1942

I have to call your attention to the provisions of Section 109 and 110 of the Companies Act, 1929, under which every Company not having a share capital is required to forward an Annual Return to the Office.

The Return should include a certified copy of the last audited balance sheet and a certified copy of the auditors' report, and must be made in accordance with the prescribed form (No. 7) which can be obtained from this Office at a cost inclusive of the registration fee of 5s.2d.

As the Return of this Company has not been received, I shall be glad if you will forward it without delay.

I am, Sir,
Your obedient Servant,

P. MARTIN.
Registrar.

On His Majesty's Service

*The Secretary
Society of Laundry Owners and Allied
Trades Limited*

Grand Hotel

Companies Registration Office,

Bush House, South West Wing

Strand, W.C.2

No. 4A

Trinity Square

London E.C.2.

GRAND HOTEL

LLANDUDNO

1/32
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A CAPITAL DIVIDED INTO SHARES.

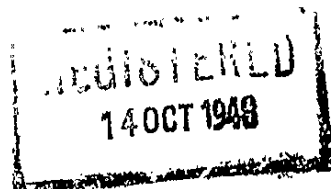


SPECIAL RESOLUTION

— OF —

The Society of Laundry Engineers and Allied Trades
Limited.

Passed the 5th day of October 1948.

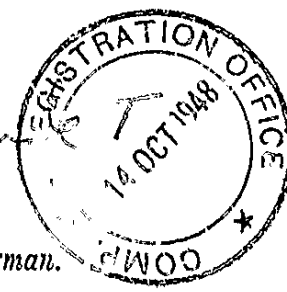
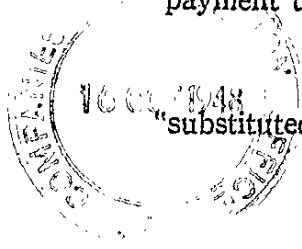


NOTICE IS HEREBY GIVEN that at an Extraordinary
General Meeting of the Society of Laundry Engineers and Allied
Trades Limited, duly convened, and held at The Connaught Rooms,
Great Queen Street, London, W.C.2., on the 5th day of October 1948,
the following Resolution was duly passed as a Special Resolution:—

"That the Articles of Association be altered in manner
"following, namely:—

"In Article 4 for the first sentence substitute
"the qualification of a member shall be the payment to the
"Society of an entrance fee of £5. 5. 0. and the annual
"payment to the Society of the sum of £10. 10. 0.'".

"In Article 7 'the sum of £15. 15. 0.' shall be
"substituted for 'the sum of £6. 6. 0.'".



Chairman.

W 257

14 OCT 1948

49.

64

Special Resolution
OF
**THE SOCIETY OF LAUNDRY ENGINEERS
AND ALLIED TRADES**
LIMITED

Passed 6th October, 1959.

At a General Meeting of the Members of the above-named Company held at The Trocadero Restaurant, London, W.1, on Tuesday, the 6th day of October, 1959, the following Resolution was duly passed as a Special Resolution:—

RESOLUTION.

“That Article 39 be amended to read as follows:—

39. There shall be a Council for the management of the affairs of the Society and the number of the Members of the Council shall not be less than 17 or more than 28. Of the Members of the Council one shall be President and not more than six of them may be Vice-Presidents. The Council may act notwithstanding that there may be no President.

All Members of the Council must be Members of the Society or Members of Firms or Directors or Senior Officers of Corporations who are Members of the Society.

At their meeting immediately prior to the ordinary General Meeting in each year the Council shall elect from amongst the Members thereof a President for the ensuing year. Immediately after the ordinary General Meeting in each year the Council shall elect from amongst the members thereof Vice-Presidents and a Chairman of the meetings of the Council for the ensuing year. The President, Vice-Presidents and Chairman for the time being shall retain office until the next annual election of President, Vice-Presidents and Chairman.”

Dated the 6th day of October, 1959.

R. O. M'CARDELL
President.

R. O. M'CARDELL



REGISTERED
21 MAY 1960

Number of
Company

92727

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

The Society of Laundry Engineers

and Allied Trades

LIMITED

Passed October 2nd, 1962.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

The Thaxted Restaurant,
London W.1.

on the 2nd day of October, 1962, the subjoined Special Resolution was duly passed, viz.:-

RESOLUTION

"That Article 4 of the Society's Articles of Association be amended by the deletion in line three of the words ten guineas and the substitution thereof of the words twenty guineas."

REGISTERED

16 JAN 1963

Signature

L. F. Broad

President

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary, of
the Company

NOTE:- To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him :

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since* 1st July 1948

Dated this 21st day of December, 1962

K. F. Broad Director.
F. B. I. Reed Secretary.

* NOTE.—Insert " 1st July, 1948 " (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

9 / 67

Special Resolution

OF

THE SOCIETY OF LAUNDRY ENGINEERS & ALLIED TRADES LIMITED

Passed 1st October, 1968

AT a GENERAL MEETING of the members of the above-named Company,
held at the Savoy Hotel, London, W.O.2, on Tuesday, 1st October,
1968, the following RESOLUTION was duly passed as a SPECIAL
RESOLUTION :—

RESOLUTION

That the Articles of Association be amended to read as
follows :—

By inserting at the end of Article 2 the following additional
sentences :—

“ Any Corporation, Partnership or Soletrader in the opinion
of the Council ineligible for admission to membership of the
Society, but having an interest (whether financial or otherwise)
in the business of laundry engineering or any allied trade,
may be admitted to membership of the Society as an
Associated Trade Member. Save as otherwise expressly
provided by these presents an Associated Trade Member
shall be entitled to all the privileges and shall be subject to
all the obligations of a Member of the Society.”

By inserting at the end of Article 4 the following additional
sentence :—

“ The entrance fee and annual payment payable by Associated
Trade Members shall be three-quarters of those for the time
being payable by other Members.”

By deleting in Article 7 “ the sum of £15 15s. 0d.” and
substituting therefor “ his entrance fee and first annual
payment ”.

P.T.O.

JK

By adding at the end of Article 32 the words "provided that an Associated Trade Member shall not be entitled to a vote."

By adding at the end of the second paragraph of Article 39 the words "and are not Associated Trade Members."

By inserting in Article 40 after the words "Member of the Society" the parenthesis "(not being an Associated Trade Member)".

Dated 1st October, 1968.

R. JACK,
President.