

Certificate No.

109150

Price Twopence.

Form No. 41.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



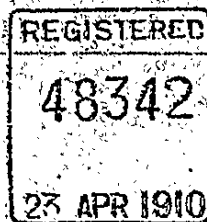
A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act, 1908, made pursuant to S. 17 (2) of the said Act

(8 Edw. 7, c. 69), on behalf of a Company proposed to be registered as the

Guild of Freeman of
the City of London



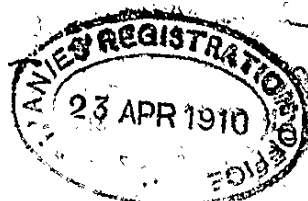
Presented for Filing

by

Gilbert R. Hill

15 Pall Mall

London



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

(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."

I Robert Louis Reed
of 158 Aldersgate Street in
the City of London
Solicitor
Do solemnly and sincerely declare that I am "a Solicitor
of the High Court" engaged
in the formation

of the Guild of Freeman of
the City of London

~~limited~~, and That all the requirements of the Companies (Consolidation)
Act, 1908, 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 69 Aldersgate
Street in the City
of London

the 22nd day of April

one thousand nine hundred and ten before

me,

W. H. Court

A Commissioner for Oaths.

Robert Louis Reed

TELEPHONE No 9498 LONDON WALL.

W. A. Wild
W. A. WILD,
SOLICITORS.

TELEGRAPHIC ADDRESS,
EXTRICATE, LONDON.

158, Aldersgate Street,

London 23rd April 1910
E.C.

Sir,

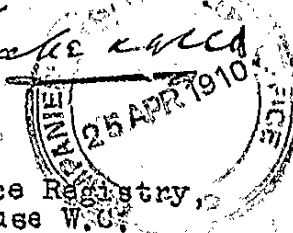
W. A. Wild
Re Guild of Freemen of the City of
London No. 135.

of our own knowledge
We write to inform you that "Henry
Harrill" named in the Articles of Associa-
-tion of the above named concern is the
same person as "Henry Albert Harrill" named
in the consent to act as Directors of the
Guild.

We are, Sir,

Your obedient Servants,

W. A. Wild
The Registrar,
Joint Stock Office Registry,
Somerset House W.C.



Certificate No. 109150

Price Twopence.

Form No. 42.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



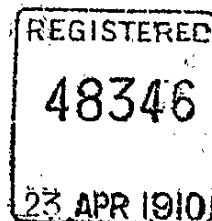
A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

CONSENT to act as Director of the Guild of Grocers

of the City of London

Limited

to be signed and filed pursuant to S. 72 (1) (1).



Presented for Filing

by Albert H. Reed

158 Aldersgate Street

Solicitor



To the Registrar of Joint Stock Companies:---

(a) Here insert:
"I" or "We."
(b) Here insert:
"My" or "Our."

(a) *We*, the undersigned, hereby testify (b) *our* consent to

act as directors of the *Guild of Freeman of the*
City of London

Limited,

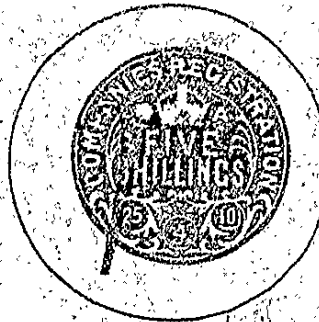
pursuant to S. 72 (1) (1) of the Companies (Consolidation) Act, 1908.

"If a director signs
by "his agent" author-
ised in writing, the
authority must be pro-
duced and a copy filed."

Signature	Address	Description
<i>Cuthbert Wilkinson</i>	<i>66 H. O. Clarendon</i>	<i>Printer</i>
<i>Harry Bowie (Elf)</i>	<i>79 Richmond St.</i>	<i>Outfitter</i>
<i>Henry Albert Smith</i>	<i>150 Dundas St. E.</i>	<i>Coal Contractor.</i>
<i>Asaph L. Lott</i>	<i>21 Common St. E.</i>	<i>Builder</i>
<i>Mr. F. Gaudes</i>	<i>21 Common St. E.</i>	<i>Builder</i>
<i>Albert Golden</i>	<i>136 Spadina Ave.</i>	<i>Stockbroker</i>
<i>Alphonse Robert Flewitt</i>	<i>4 Lloyds (Wentworth)</i>	<i>Housekeeper</i>
<i>Albert George Varnham</i>	<i>29 St. Mary Ave.</i>	<i>Parish Clerk.</i>
<i>William Robert Smith</i>	<i>140 Leadenhall St.</i>	<i>Bookkeeper</i>
<i>Bernard Joseph Smyth</i>	<i>239 Minerva Road</i>	<i>Bookkeeper.</i>
<i>Ernest Louis Wild</i>	<i>158 Adelaide St. E.</i>	<i>Solicitor</i>
<i>Stephen Barriss</i>	<i>St. Lawrence Jewry St. E.</i>	<i>Clark & Co. Ltd.</i>

This Margin is to be reserved for binding.

3
"THE COMPANIES (CONSOLIDATION) ACT, 1908."



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

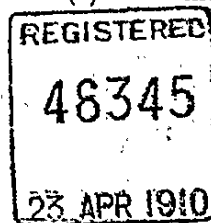
List of the Persons who have consented to be Directors of the

Guild of Freeman of the City of
London.

Limited,

to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).



Presented for Filing

by Gulbert L. Wild

158 Aldersgate Street
London. E.C.
Solicitor



To the Registrar of Joint Stock Companies.

(a) Here insert "I"
or "We."

(*) We, the undersigned, hereby give you notice, pursuant
to s. 72 (2) of the Companies (Consolidation) Act, 1908, that the following
persons have consented to be Directors of the Guild of
Freeman of the City of London
Limited.

Name	Address	Description
Cuthbert Wilkinson	66 Holland Park W.	Printer.
Harry Brodie Self	79 Fenchurch Street E.C.	Outfitter.
Henry Albert Harrell	120 Fenchurch Street E.C.	Coal Contractor.
Alfred Lockett	21 Camomile Street E.C.	Builder
John Handley	21 Camomile Street E.C.	Builder.
Albert Golden	13 Copthall Avenue E.C.	Stockbroker
Alphouse Robert Hewitt	4 Lloyds Avenue E.C.	Housekeeper
Albert George Varnham	29 St. Mary Axe E.C.	Parish Clerk
William Robert Smith	140 Leadenhall Street E.C.	Bookkeeper
Bernard Joseph Smyth	239 Innaid Street E.C.	Bookkeeper.
Gilbert Louis Wild.	158 Aldersgate Street. E.C.	Solicitor
J. Stephen Barrass	St Lawrence Jewry, E.C. Gresham Street. E.C.	Clerk in Holy orders.

Signature, Address, and
Description of Applicant
for Registration.

John L. Wild
158 Aldersgate Street
E.C.
Solicitor

109150/100

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 20 of the Companies (Consolidation)
Act, 1908.

WHEREAS it has been proved to the Board of Trade that
the "Guild of Freemen of the City of London",

which is about to be registered under the
Companies (Consolidation) Act, 1908, as an Association limited by guarantee,
is formed for the purpose of promoting objects of the nature contemplated by
the 20th section of that Act, and that it is the intention of the said

Guild

that the income and property of the
Association whencesoever derived shall be applied solely towards the promotion
of the objects of the Association as set forth in the Memorandum of Association
of the said Guild,

and that no portion thereof shall be paid or transferred, directly or indirectly,
by way of dividend or bonus or otherwise howsoever, by way of profit to the
members of the said Guild.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
Guild,

as subscribed by ten members thereof on the seventh day
of April 1910, do by this their licence direct
the Guild of Freemen of the City of London

to be registered with limited liability, without
the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this eighth day
of April 1910.

G. S. Harris

Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

THE COMPANIES (CONSOLIDATION) ACT, 1908,

COMPANY LIMITED BY GUARANTEE.

Memorandum

AND

Articles of Association

OF THE

Guild of Freemen of the City of London.

GILBERT L. WILD,

Solicitor,

158, ALDERSGATE STREET, E.C.

THE COMPANIES (CONSOLIDATION) ACT, 1908.

109150
COMPANY LIMITED BY GUARANTEE.

Memorandum of Association

OF THE

Guild of Freemen of the City of London.

1. The name of the Company is the "GUILD OF FREEMEN OF THE CITY OF LONDON."

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 the interests of the Freemen of the City of London and to afford means of social intercourse and mutual information between them, but without prejudice to the rights of the Corporation of the City of London, and the jurisdiction of the Chamberlain of the City of London.

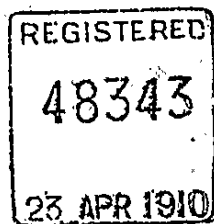
(B) To encourage the binding of apprentices as far as practicable to masters who are Freemen.

(C) To obtain and apply funds for the advancement and benefit of the Company and its objects and for any charitable purpose, and in particular for the relief and assistance of Freemen of the City of London who may be in need, or their wives, widows or children.

(D) To collect, receive and hold funds and property by voluntary contributions, subscriptions, gifts, legacies or otherwise for the objects of the Company or any of them.

(E) Subject as to holding land to the 19th Section of the Companies (Consolidation) Act of 1908, to purchase, take on lease, hire or otherwise acquire and maintain a hall, institute, library or other building or premises, and any real or personal property for the furtherance of the objects of the Company.

(F) To obtain, accumulate, and apply funds for the advancement of the interests of the Company, the relief of retired Members and the wives, widows, or children of retired or



deceased Members who are *bona fide* in necessitous circumstances, and for technical, municipal or other education, and prizes in connection therewith, and for any charitable object.

(g) To provide such dinners and entertainments as the Court may think desirable in the interests of the Company, but so that the Company shall not in any year expend or apply upon or for the purposes authorised by this sub-clause more than one-tenth part of its income for that year.

(h) To borrow or raise money for the purpose of carrying out any of the objects of the Company, and to secure the same in such manner as may be thought fit.

(i) To sell, improve, lease, dispose of or otherwise deal with all or any of the property and rights of the Company.

(j) To invest any moneys not required for the immediate purposes of the Company in any securities authorised by law for investment of trust funds, either in its own name or in the names of any of its officers or other persons as it may think fit.

(k) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Company would make it a trade union. Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners or Board of Education for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Managers or Trustees of the Company shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers and Trustees have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exerciseable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the

Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the Company. Provided always that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any Member thereof, in return for any services actually rendered to the Company, or the repayment of moneys as provided for by Sub-clause (ii) of Clause 3 hereof, to any person whether or not a Member of the Company or of the Court, or other governing body or not, but so that no Member of the Court or governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration shall be given by the Company to any Member of such Court or governing body except repayment of out-of-pocket expenses and interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for premises demised to the Company. Provided that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company or other company, of which a Member of the Court or governing body may be a Member, and in which such Member shall not hold more than one-hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Company in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

6. The liability of the Members is limited.

7. 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 of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions not formed or carrying on business for profit and having objects similar to the objects of the Company, to be determined by the Members of the Company at or before the time of dissolution; or, in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter; and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Cuthbert Wilkinson 66 Holland Park W. ^{Manager}
 Mary Proctor 79 St. Pauls Church Street E.C. ^{Wife}
 Henry Albert Harris 120 St. Pauls Church St. E.C. Coal Contractor
 Alfred Lockett 21 Cammille Street E.C. Builder
 Bernard Joseph Sneyter 239 Meville Rd E. Bookkeeper
 Albert Golden 13 Copthall Avenue E.C. Stockbroker
 John Landley 21 Cammille St E.C. Builder
 Albert George Varman 29 St. Mary Abbe E.C. Parish Clerk
 William Robert Smith 140 Leadenhall St E.C.
 Alphonse Robert Hewitt 4 Lloyd Avenue E.C. Bookkeeper
 (Housekeeper)

Dated the 7th day of April 1910
 Witness to the above signatures Robert L. Wild
 150 Aldersgate Street. London E.C.



10/11/10
1097/50
THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY GUARANTEE.

Articles of Association
OF THE
Guild of Freemen of the City of London.

(Registered with Memorandum of Association.)

MEMBERSHIP.

1. For the purpose of registration, the number of Members of the Company is declared to be 1,000, but the Court (hereinafter referred to) may register an increase in the number of Members whenever they think fit.

2. The subscribers hereto and the members of the unincorporated Guild of Freemen of the City of London on their signing the register of Members shall be the first Members.

3. The Court shall have power to elect Members. Only Freemen of the City of London are eligible for membership.

4. Candidates for membership shall be required to give such evidence of position and respectability as the Court may require. All applications shall be on the form to be prescribed by the Court and candidates must be recommended in writing by at least two Members of the Company. Notice of each application shall be given by the Clerk to every Member of the Court at least seven clear days before its next meeting. Every Member upon election shall sign the register of Members and make a declaration in the form to be prescribed by the Court.

5. The Court shall have power to fix and from time to time alter the subscription to be paid by Members. Until otherwise determined by the Court, the subscription shall be 10s. 6d. per annum payable in advance on election and afterwards on the 1st day of January in each



At any time after 500 Members have been enrolled the Court shall have power to fix an entrance fee. A Member may at any time compound for his future annual subscriptions by one payment of £5, £3., or such other sum as shall be determined by the Court.

6. Any Member whose subscription is in arrear shall not have the privilege of dining with the Company or of attending or voting at any meeting, and if such subscription shall be in arrear for 12 months he shall *ipso facto* cease to be a Member of the Company. Any Member wishing to resign must give notice in writing to the Clerk before 31st December, otherwise he will be liable for the following year's subscription. Any Member ceasing to be a Member or resigning as aforesaid, shall be deemed to have surrendered his interest in the Company to the Company, and an entry to the effect that a Member has ceased to be a Member or has resigned in the register of Members shall be conclusive evidence thereof.

7. All Members shall pay their subscriptions and entrance fee, if any, on their election, such subscriptions being for the then current year ending 31st December.

8. The Court shall out of the funds of the Company, if in the opinion of the Court they are sufficient for the purpose, and subject to the provisions of the Memorandum of Association in this behalf, give one dinner to the Members in each year, and the Court shall have the right to ask visitors to such dinner. Each Member shall be entitled to introduce one or more friends to dinner at the discretion of the Court, on payment in advance in every instance of such sum per head as the Court may consider necessary.

9. If the conduct or circumstances of a Member shall in the opinion of the Court, or of any 20 Members of the Company (who shall certify the same in writing) be injurious to the character and interest of the Company, he shall be liable to expulsion by the Court, which shall be specially summoned for the purpose of considering the same, and the Court shall have absolute power to order the expulsion of such Member without assigning any reason. Before, however, ordering the expulsion of any Member the Court shall give the Member the opportunity of being heard, and if he so desires of being heard by counsel. Any such Member ordered to be expelled by the Court shall forthwith cease to be a Member, and shall be deemed to have surrendered his interest in the Company to the Company. An entry in the register of Members made in pursuance of an order of the Court shall be conclusive evidence thereof.

MANAGEMENT.

10. The management of the Company shall be vested in the Court (the Members of which shall be Members of the Company and shall hold office for life, subject to Article 9 hereof) consisting of not less than 10 or more than 23 Members, namely the Master, a Deputy-Master, three Wardens and 17 Assistants (of whom the immediate Past-Master shall be one) as also and in addition to such Assistants, the Chaplain. The Court may exercise all such powers of the Company as are not by the Companies (Consolidation) Act, 1908, or any statutory modification for the time being in force or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles to the provisions of the said Acts and to such regulations as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Court which would have been valid if such regulations had not been made.

11. The first Court shall consist of the following persons or such of them as shall become Members of the Company and shall consent to act (namely):—Messrs. Cuthbert Wilkinson, C.C., Harry Brodie Self, Henry Harrill, Alfred Lockett, John Handley, Albert Golden, Alphonse Robert Hewitt, Albert George Varuliam, William Robert Smith, Bernard Joseph Smythe, Gilbert Louis Wild, C.C., and Rev. John Stephen Barrass, and the first Master shall be Cuthbert Wilkinson, C.C., the first Deputy-Master shall be Harry Brodie Self, and the first Wardens shall be Henry Harrill and Gilbert Louis Wild, C.C., and Alfred Lockett. The subsequent Master, Deputy-Master and Wardens shall be appointed annually by the Court from among its own body and such officers shall respectively hold their respective offices during a period of one year unless otherwise determined by the Court, and their places shall be filled up annually by the Court.

12. The first Chaplain shall be The Rev. John Stephen Barrass. The first Solicitor shall be Gilbert Louis Wild; and the first Clerk shall be Bernard Joseph Smythe, provided that they shall respectively become Members of the Company and consent to act.

13. The Court may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a

second or casting vote. The Master may, and the Clerk, at the request of any six Members of the Court, shall at any time summon a meeting of the Court; the quorum necessary for the transaction of the business of the Court may from time to time be determined by the Court and until otherwise determined six Members shall be a quorum.

14. The Court may fill any casual vacancy occurring in the Court by the election of a Member of the Company, who shall hold office for the period until the next annual meeting of the Company. The continuing Members of the Court may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number required for a quorum the continuing Members of the Court may act for the purpose of increasing the number of Members of the Court to that number or of summoning a General Meeting of the Company, but for no other purpose.

15. The Master, or in his absence the Deputy-Master, or failing him one of the Wardens, shall preside at all meetings of the Court.

16. The Court shall have power to make bye-laws for the management of the Company, and to vary, alter or revoke the same from time to time and each Member is to be considered as binding himself to abide by and observe the bye-laws for the time being in force as if the same were set forth in these Articles, provided that no bye-law made under this Article shall be repugnant to or inconsistent with the Memorandum or Articles of the Company or amount to such an alteration or addition to the Articles as could only legally be made by a special resolution of the Company.

17. The Court may delegate any of their powers to a Committee or Committees, consisting of such Member or Members of their body or of the Company as they think fit, and may revoke the appointment of any such Committee. Any Committee so formed shall, in the exercise of the powers so delegated, conform to the regulations that may from time to time be imposed on it by the Court.

GENERAL MEETINGS.

18. The first General Meeting of the Company shall be held at such time not being more than three months after the incorporation of the Company, and at such place as the Court may determine. The Annual General Meeting of the Company shall be held in the month of December in each year, at such time and place as may be prescribed by the Court.

19. The above-mentioned General Meetings shall be called Ordinary Meetings; all other meetings shall be called Extraordinary Meetings.

20. The Court may, when they think fit, convene an Extraordinary General Meeting.

21. Seven days' notice at the least, specifying the place, day and hour of meeting, and, in case of special business, the general nature of such business shall be given to Members as hereinafter provided, but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

22. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting with the exception of the consideration of the accounts and the report of the Court and Auditors, the election of Members of the Court, and the fixing of the remuneration of the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business; until otherwise determined 20 Members personally present shall be a quorum.

24. If within half-a-hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the Members present shall be a quorum.

25. The Master of the Court, or in his absence the Deputy-Master, or failing him one of the Wardens, shall preside at every General Meeting of the Company, and may with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time.

26. Every Member shall have one vote, but no Member whose subscription for the current year is unpaid shall be allowed to vote. Any Member may appoint another Member to vote as his proxy at any General Meeting of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor. No person shall act as a proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy. An instrument appointing a proxy shall be in such form as the Court shall approve.

SPECIAL MEETINGS.

27. The Court shall call a special meeting of the Company at their discretion, or within 21 days after having received a request to do so in writing signed by not less than one-fifth of the Members of the Company expressing their desire to submit a proposition of which a copy shall be sent to the Court for consideration at such meeting. A copy of such proposition shall be sent by the Clerk to every Member at least seven days before the meeting. Any such special meeting shall be convened and held in such manner as is hereinbefore provided with regard to General Meetings.

ELECTION OF OFFICERS.

28. No Member of the Company shall be eligible for election to the Court unless a written notice of intention to propose him shall have been given to the Clerk 28 days prior to the meeting together with the written consent of such Member to serve upon the Court. The Company at any General Meeting shall fill up the vacancies by electing Members who are eligible to the Court. The fee payable on election to the Court shall be one guinea unless otherwise determined by the Court.

29. The Court may from time to time in General Meeting increase or reduce the number of Members of the Court.

SEAL.

30. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Court and in the presence of at least two Members of the Court and the Clerk, or such other person as the Court may appoint for the purpose, and those two Members of the Court and the Clerk, or other person as aforesaid, shall sign every instrument to which the seal of the Company is affixed in their presence.

PROFITS.

31. The income and property of the Company whether arising from subscription of Members of the Company or entrance fees, or from any other source shall be applied solely towards the promotion of the objects of the Company as set forth in its Memorandum of Association, and no portion thereof shall be paid or transferred directly

or indirectly by way of dividends, bonus, or otherwise howsoever by way of profit to the Members of the Company and the income and property of the Company shall be administered and applied by the Court of the Company for the purposes aforesaid or any of them as the Court shall think fit. Provided always that subject to the provisions of the Memorandum of Association nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any Members thereof in return for any services actually rendered to the Company or the repayment of moneys as provided for by Sub-clause (ii) of Clause 3 of the Company's Memorandum of Association or the repayment by order of the Court of out-of-pocket expenses incurred by Members of the Company for its benefit.

32. The Court shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place, and of the assets and liabilities of the Company.

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

34. The Members shall have the right to inspect the audited balance sheet at all times. The Court shall from time to time make regulations as to the extent, and the times and places, and the conditions or restrictions to, at and under, which the accounts and books of the Company or any of them shall be open to the inspection of Members not being Members of the Court. Until any such regulations are made, and subject thereto when made, the accounts and books of the Company shall be open to the inspection of the Members at the registered office of the Company between the hours of 11 a.m. and 4 p.m. on all business days.

35. At the close of November of each year the Court shall lay before the Auditor or Auditors a statement of accounts of the revenue and expenditure of the Company for the past year, and the Auditor or Auditors shall duly report their approval or otherwise of such accounts at the Annual General Meeting of the Company. The provisions as to audit and Auditors in the Companies (Consolidation) Act, 1908, shall apply to and be observed by the Company, the meeting to be held within three months after incorporation being treated as the Statutory Meeting, the Court being treated as the Directors and the Members being treated as the Shareholders mentioned in that Act.

NOTICES.

36. A notice may be given by the Company to any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address or (if he has no registered address in the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him.

37. 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 and posted up in the registered office of the Company shall be sufficiently served on him.

38. Any notice if given by post shall be deemed to have been served at the time when the letter containing the same is put into the post office, and in proving the giving of the notice it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

OFFICERS.

39. The Court shall have power to appoint annually from Members of the Company the Chaplain, Solicitor and Clerk.

40. The Court shall also have power to appoint a Beadle upon such terms as they shall think fit.

41. The first Auditors of the Company shall be W. F. Bale and W. T. Deighton, who shall hold office until the first Annual General Meeting of the Company. At the first and every subsequent Annual General Meeting the Auditor or Auditors for the time being shall retire, and the Auditor or Auditors for the ensuing year shall be elected by the Members of the Company.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Corradus Wilkinson 66 Holland Park W. Bristol.
 Amy Modie Self 79 Mullion St. N. C. D. D. D.
 Amy Albert Havel 120 Fincham St. N. C. Coal Contractor
 Alfred Lockett 21 Camomile St. E. C. Builder
 Benjamin Joseph Smyth 239 Newland Rd. E. C. Bookbinder
 Albert Holden 13 Copthall Avenue. E. C. Stockbroker
 John Handley 21 Camomile St. E. C. Builder
 Albert George Varnham 29 St. Mary's St. E. C. Parish Clerk
 William Robert Smith 140 Leadenhall St. E. C. Postkeeper
 Alphonse Robert Heward 4 Lloyd's Avenue E. C. (Housekeeper)

Dated the 7th day of April 1900

Witness to the above signature

Robert L. Gold.

150 Aldersgate Street London
 E. C.

COMPANY LIMITED BY GUARANTEE.

Memorandum
AND
Articles of Association
OF THE
Guild of Freemen of the City of London.

GILBERT L. WILD,

Solicitor,

158, ALDERSGATE STREET, E.C.

DUPLICATE FOR THE FILE.

No. 109150



Certificate of Incorporation

I Hereby Certify, That the
Guild of Freemen of the City of London
(the word "limited" being omitted by
Licence of the Board of Trade)

is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company
is **Limited**.

Given under my hand at London this *Twenty third* day of *April*
One Thousand Nine Hundred and *ten*.
Fees and Deed Stamps £ *11⁰ 10⁰ 0*
Stamp Duty on Capital £ *12⁰ 0 0* *E. J. Hargreaves*

Assistant Registrar of Joint Stock Companies.

Certificate received by *James A. Love*

James A. Love

Managing Clerk to G. L. Wied

158 Aldersgate St. E. C.

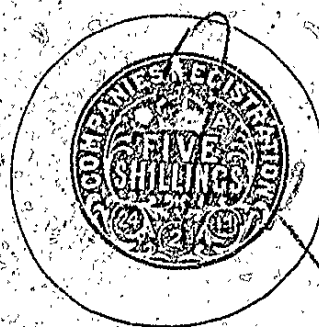
Date *26th* April 1910.

Price Twopence.

Form No. 44a.

Certificate No. 109150

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



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

Declaration made on behalf of the

City of London

Limited

(which is a Company that has filed with the Registrar of Joint Stock Companies a Statement
in lieu of prospectus), that the conditions of s. 87 (1) (a) and (b) of the Companies (Consolidation)
Act, 1908 (8 Edw. 7, c. 69), have been complied with.

Presented for Filing

by Gilbert L. Wild

158 Aldersgate Street
E.C.
Solicitor

I Benard Joseph Smyth
of 22 Barnhill Street E.C.

(a) Insert here
"the Secretary," or
"a Director."

being (a) Clerk (Secretary) of the
School of Freeman of the City of London

limited,
do solemnly and sincerely declare:—

That the amount of the Share Capital of the Company other than that
issued or agreed to be issued as fully or partly paid up otherwise than in
cash is £ nil

That the amount fixed by the Memorandum or Articles of Association
and named in the Statement in lieu of prospectus as the minimum subscription
upon which the Company may proceed to allotment is £ nil

That shares held subject to the payment of the whole amount
thereof in cash have been allotted to the amount of £ nil

That every Director of the Company has paid to the Company on
each of the shares taken or contracted to be taken by him and for which he is
liable to pay in cash, a proportion equal to the proportion payable on application
and allotment on the shares payable in cash.

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 18 Crommenger Lane
in the City of London
the 23rd day of February
one thousand nine hundred and eleven

Benard Joseph Smyth

This Margin is to be reserved for binding.

No. 109150



Certificate under s. 87 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69), that a Company is entitled to commence business.

I hereby Certify, That the

Guild of Freeman of the City of London
(the word "limited" being omitted by licence of the Board of Trade)

which was incorporated under the Companies (Consolidation) Act, 1908, on the *Twenty* *third* day of *April* 19*10*, and which has this day filed a statutory declaration in the prescribed form that the conditions of s. 87—1 (a) and (b) of the said Act have been complied with, is entitled to commence business.

(Given under my hand at London this *Twenty fourth* day of *February* One Thousand Nine Hundred and *eleven*)

E. Hargreaves

Assistant Registrar of Joint Stock Companies.

Certificate received by

A. Palmer
for Wake & Wild
secretaries

Date

27/2/11

The Guild of Freemen of the City of London

Special Resolutions



PASSED 14th December, 1914.

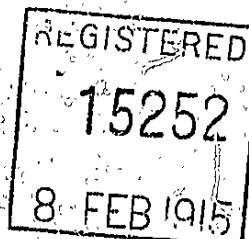
CONFIRMED 11th January, 1915.

At an Extraordinary General Meeting of The Guild of Freemen of the City of London duly convened and held at Cannon Street Hotel, on the 14th day of December, 1914, the subjoined Special Resolutions were passed, and at a subsequent Extraordinary General Meeting of the said Guild, also duly convened, and held at the same place on the 11th day of January, 1915, the subjoined Resolutions were duly confirmed.

W. N. RODGER,

Clerk.

No. 1. Article 9. That the following words shall be added after the word "thereof" in the last line, namely:—



No Member who has ever been convicted of fraud, or has been a Bankrupt, or who has compounded with his Creditors, or petitioned under the Liquidation by arrangement clauses of the Bankruptcy Acts, and has not paid 20/- in the pound, shall be elected to the Court, or continue upon the Court, or upon any Committee appointed by the Court, or shall be elected to or continue in any office under the Court or under any Committee thereof."

No. 2. Article 10. That the first seven lines of Article 10 be deleted up to the word "Chaplain" inclusive and that the following words be substituted therefor:—

"As and from the date of the Annual General Meeting in December, 1914, the Court (in whom the management of the Company shall be vested) shall consist of 33 Members, from whom the Master, Deputy Master, Senior Renter and Junior Wardens shall be elected by the Court annually. Should any Member of the Court (not being a Past Master) abstain from attending one half of the General Meetings of the Court in any one Calendar year, then such member shall automatically cease to be a member of the Court at the end of such year, unless he shall give to the Court satisfactory reasons for his non-attendance and the Court shall accept the same."

82

No. 3. Article 11. That Article 11 be deleted and that the following Article be substituted:—
"The Members of the Court on the 14th day of December, 1914,
"shall continue to hold office for life (subject to Article 9 as hereby
"altered) but as they die, resign or cease to be members from any other
"cause, the vacancies beyond twenty-two members shall be filled by
"Members elected triennially for three years as hereinafter mentioned
"so that the Members of the Court elected by the Company (who shall
"not exceed eleven at any time) shall hold office for three years (subject
"to Article 9 as hereby altered) and be elected triennially and be
"eligible for re-election, and the twenty-two other members of the Court
"shall hold office for life (subject to Article 9 as hereby altered)."

"On a date to be appointed by the Court, in the year 1915, all
"vacancies not exceeding eleven, then existing on the Court as
"constituted at the Annual General Meeting in December, 1914, shall
"be filled by election by the Company in General Meeting at such
"date, and the member or members then elected shall hold office until
"the Annual General Meeting in 1918, when they shall retire but
"be eligible for re-election. Any further vacancies on the Court
"constituted as aforesaid (not exceeding in all eleven as aforesaid)
"shall be filled by the Company at the Annual Meetings in 1918,
"1921, 1924, and so on as the case may require."

"Vacancies occurring in the said twenty-two Life Members shall be
"filled up by the Court until the next Annual General Meeting,
"when the appointment of the Court shall be confirmed by the
"Members of the Guild if they so desire, and if not then the
"Court shall re-fill the vacancy with some other person to be
"confirmed by the Company at its next Annual General Meeting,
"if it so desires casual vacancies in elected Members (that is Members
"subject to triennial election) shall be filled by the Court as they
"arise, until the termination of the period for which the Member in
"respect of whom such vacancy arises, would otherwise have held
"office. Provided always that the members of the Court holding
"office for life shall never be less than 22, when they have been
"reduced to that number by death, resignation, or otherwise (subject
"to any vacancy which shall be filled up as soon as convenient) and
"that all members of the Court, elected by the Court or otherwise,
"shall be members of the Company."

No. 4. Article 14. That the first 3 lines, to the word "Company" inclusive, shall be deleted.

No. 5. Article 18. "That the words 'months of January or February' be substituted
"for the words 'month of December,' in Article 18 (line 5.)"

No. 6. Article 35. "That the word 'December' be substituted for the word 'November'
in Article 35 (line 1)."

H.M.W.

W.M. Bayes
clerk.