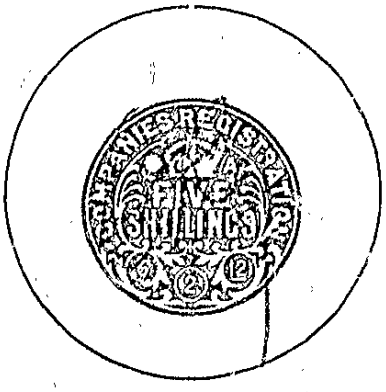
No. of Certificate } 15745/1

[C.A. 1.]
13 7-11.

COMPANIES (CONSOLIDATION) ACT, 1908.



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

REGISTERED
15745
5 FEB 1912

DECLARATION of Compliance with the requisitions of the Companies Act, made pursuant to S. 17 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be registered as The Birkenhead Chamber of Commerce ~~Limited.~~

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by Thompson Hughes & Nathison
Solicitors Birkenhead

I William Henry Mathison

of 62 Hamilton Square Birkenhead

in the County of Chester a Solicitor

of the Supreme Court

Do solemnly and sincerely declare that I am (a) a Solicitor of the High Court engaged in the formation

of The Birkenhead Chamber of Commerce

~~Limited~~, and That all the requisitions 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."

(a) Here insert: "A Solicitor of the High Court engaged in the formation." or "A director [or Secretary] named in the Articles of Association."

Declared at Birkenhead in the County of Chester

the 22nd day of January

one thousand nine hundred and twelve

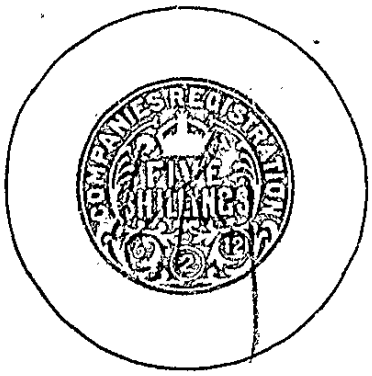
Before me,

W. H. Mathison

No. of Certificate } 120076/2

[C.A. 2 11 7 11.]

COMPANIES (CONSOLIDATION) ACT, 1908.



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

CONSENT to act as Director of The Birkenhead Chamber of Commerce

15147
5 FEB 1912

~~Limited,~~

to be signed and filed pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908 (8 Edw. 7 Ch. 69).

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED.
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by Thompson Hughes & Hutchinson Solicitors Birkenhead

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 Birkenhead Chamber of Commerce ~~Limited,~~ pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

* If a director signs by "his agent authorised in writing," the authority must be produced and a copy filed.

* Signature.	Address.	Description.
Charles Henry Rios	Hind St Birkenhead	Furniture Manufacturer
Henry Ernest Gleim	54 Hamilton Square Birkenhead	Architect.
Patrick McGetrick	1 Taylor St Birkenhead	Contractor
William Lorne McIver	511 Cleveland Street Birkenhead	Cement Merchant.
William Thomas Mullitt	13 Hamilton Square Birkenhead	Coal Metal Merchant
Robert Scott	Claremont Rd. Park Birkenhead	Provision Broker

Dated this 16th of January 1912.

No. of Certificate } 190076/3

[C.A. 3. 4-5-11.]

COMPANIES (CONSOLIDATION) ACT, 1908.

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

REGISTRAR
15148
5 FEB 1912

LIST of the Persons who have consented to be Directors of

The Birkenhead Chamber of Commerce

_____ ~~Limited~~,

to be delivered to the Registrar pursuant to s. 72 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7 c. 69).

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED.
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by Thompson Hughes & Matheson

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 Birkenhead Chamber of Commerce ~~Limited.~~

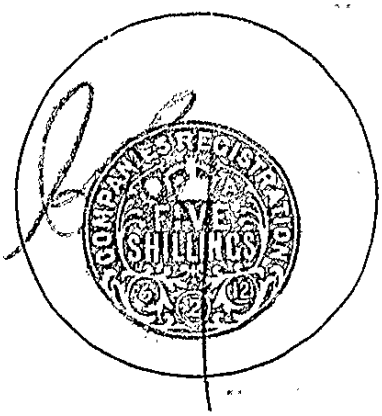
Name.	Address.	Description.
Charles Henry Biss	Laird Street Birkenhead	~~Merchant~~ Furniture Manufacturer
Henry Ernest Flinn	54 Hamilton Square Birkenhead	Architect
Patrick McGetrick	1 Taylor Street Birkenhead	Contractor
William Tough ~~Robert~~ McDoor	311 ~~309~~ Cleveland Street Birkenhead	Cement Merchant
William Thomas Millett	13 Hamilton Square Birkenhead	Coal + metal Merchant
David Scott	6 Cavendish Road Park Birkenhead	~~Canned Goods~~ Provision Broker

Signature, Address and Description of Applicant for Registration.

Thompson Hughes & Heaton
62 Hamilton Square
Birkenhead
Solicitors to The Birkenhead Chamber of Commerce

Dated this 20th day of January 1912.

Certificate No. 120076/14



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

COMPANIES (CONSOLIDATION) ACT, 1908.

15146
5 FEB 1912

STATEMENT IN LIEU OF PROSPECTUS,

FILED BY

The Birkenhead Chamber of Commerce ~~Limited.~~

(*Pursuant to Section 82 of the Companies (Consolidation) Act, 1908.*)

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by Thompson Hughes & Nicholson Solicitors Birkenhead.

314

COMPANIES (CONSOLIDATION)

The Birkenhead

STATEMENT IN LIEU

The nominal ~~share~~ capital of the Company	The Chamber is a Company £ limited by guarantee – The
Divided into	liability of the members is ~~Shares of £~~ ~~each~~ limited – Subscription for individual member £1·1·0 per year Member being a Joint Stock Company £2-2·0 per year
Names, descriptions and addresses of directors or proposed directors	Charles Henry Biss Laird Street Birkenhead ~~Manager~~ Furniture Manufacturer Henry Ernest Flum 54 Hamilton Square Birkenhead Architect Patrick McGetrick Taylor Street Birkenhead Contractor William Tough ~~Robert~~ McIvor ~~Esq~~ 311 Cleveland Street Birkenhead Cement Merchant William Thomas Millett 13 Hamilton Square Birkenhead Coal & Metal Merchant David Scott ~~&~~ Cavendish Road Park Birkenhead ~~Cotton~~ Provision ~~Goods~~ Broker –
Minimum subscription (if any) fixed by the Memorandum or Articles of Association on which the Company may proceed to allotment	None fixed.

Reserved for binding.

Reserved for binding.

ACT, 1908.

Chamber of Commerce ~~Limited.~~

OF PROSPECTUS.

Number and amount of shares and debentures agreed to be issued as fully or partly paid up otherwise than in cash	1. no Shares ~~of £ ~~ ~~fully paid.~~
	2. ~~Shares upon which £ ~~ ~~per share credited as paid.~~
	3. ~~Debentures ~~ ~~£~~
The consideration for the intended issue of those shares and debentures	4. ~~Consideration.~~
Names and addresses of (a) vendors of property purchased or acquired, or proposed to be (b) purchased or acquired by the Company	None.
Amount (in cash, shares, or debentures) payable to each separate vendor	nil

(a) For definition of Vendor, see Section 81 (2) of the Companies (Consolidation) Act, 1908.
(b) See Section 81 (3) of the Companies (Consolidation) Act, 190..

Reserved for binding.

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 BIRKENHEAD CHAMBER OF COMMERCE 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 Association 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 Association 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 Association.

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 Association as subscribed by seven members thereof on the sixteenth day of January 1912, do by this their licence direct THE BIRKENHEAD CHAMBER OF COMMERCE 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 first day of February 1912.

R. C. Hence Maxwell

The

BIRKENHEAD CHAMBER OF COMMERCE.

Memorandum

AND

Articles of Association

AND

Bye-Laws of the Chamber.

THOMPSON, HUGHES & MATHISON,

BIRKENHEAD.

PRINTED BY
WATERLOW & SONS LIMITED, LONDON WALL, LONDON.
1911.

BIRKENHEAD CHAMBER OF COMMERCE.

Memorandum

AND

Articles of Association

AND

Bye-Laws of the Chamber.

THOMPSON, HUGHES & MATHISON,

BIRKENHEAD.

PRINTED BY

WATERLOW & SONS LIMITED, LONDON WALL, LONDON.

1911.

60

170076.15

BIRKENHEAD CHAMBER OF COMMERCE.

Memorandum of Association.

151 49
5 FEB 1912

1. The name of the Association is "THE BIRKENHEAD CHAMBER OF COMMERCE."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(1) To promote and protect the Home, Colonial and Foreign trade and commerce and the manufactures of the United Kingdom and in particular the trade, commerce and manufactures of the Borough of Birkenhead, the Hundred of Wirral and the surrounding districts.

(2) To consider all questions connected with such trade, commerce and manufactures.

(3) To promote or oppose legislative or other measures affecting such trade, commerce and manufactures.

(4) To collect and circulate statistics and other information relating to such trade, commerce and manufactures.

(5) To act as arbitrator in the settlement of disputes arising out of commercial transactions.

(6) To borrow any money required for the purposes of the Chamber upon such securities as may be determined.

(7) Subject to the provisions of the 19th section of the Companies (Consolidation) Act, 1908, to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Chamber may think necessary or convenient for the purposes of its business.

(8) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Chamber.

(9) To do all such other lawful things as are incidental or conducive to the attainments of the above objects.

Provided that the Association shall not impose on or procure the observance by its members or others, or support with its funds, any regulations, restriction or condition, which, if an object of the Association, would make it a Trade Union.

4, 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 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 Association.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officers or servants of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Board of Directors or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any such member of the Board of Directors or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided further that the provision last aforesaid shall not apply to any payment to any Railway, Tramway, Gas, Electric Lighting or Power, Water, Cable, or Telephone Company, of which a member of the Board of Directors or Governing Body may be a member or any other Company 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
a licence is granted by the B
of Section 20 of the Compa

6. The liability of the

7. Every member of t
assets of the Association i
the time that he is a memb
of the debts and liabilities
which he ceases to be a m
winding up the same, a
contributories, among the
exceeding two pounds.

8. If upon the wind
remains, after the satisfac
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Justice as may have or
far as effect cannot be
charitable object.

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

6. The liability of the members is limited.

7. Every member of the Asociation undertakes to contribute to the assets of the Association 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 Association 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, among themselves, such amount as may be required not exceeding two pounds.

8. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association, such Institution or Institutions to be determined by the members of the Association 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 foregoing provisions then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association; 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 Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the Accounts of the Association 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 an Association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Charles Henry Biss Laird Street Birkenhead
Furniture manufacturer

Henry Ernest Shinn 54 Hamilton Square
Birkenhead Architect

Patrick McGettrick 1 Taylor St
Birkenhead Contractor

William Lough McIver 311 Cleveland Street
Birkenhead Cement Merchant

William Thomas Mullett 13 Hamilton Square Birkenhead
Coal & Motor merchant

Robert Pelling 54 Hamilton Square
Birkenhead Estate Agent

David Scott 6 Cavendish Road
Park
Birkenhead
Provision Broker

Dated the 16th day of January 1912

WITNESS to the above signatures,

J. H. Mathison
Solicitor
62 Hamilton Square
Birkenhead

120076/6

The BIRKENHEAD CHAMBER OF COMMERCE.

Articles of Association.

15150
5 FEB 1912

1. For the purposes of registration the number of members of the Association is declared not to exceed 100, but the Board of Directors may, whenever necessary, from time to time register an increase of members.

2. These articles shall be construed with reference to the provisions of the Companies (Consolidation) Act, 1908, and unless the context otherwise requires, expressions used in these Articles shall be taken as having the same respective meanings as they have when used in that Act, and words importing the singular shall include the plural and *vice versa*, and words importing persons shall include bodies corporate. The Association is hereinafter sometimes referred to as, and is included in the term, "the Chamber."

3. The Chamber is established for the purposes expressed in the Memorandum of Association.

QUALIFICATION OF MEMBERS.

4. The Chamber shall consist of merchants, manufacturers, bankers, members of professions, and other persons or incorporated Companies interested in the trade of the Borough of Birkenhead, Hundred of Wirral, and the surrounding districts, who shall apply in writing to become members and shall be elected as hereinafter provided. No unincorporated firm or association shall be admitted as a member in its associated character.

ELECTION OF MEMBERS.

5. The election of members shall be by resolution of the Board on the proposition of two members of the Chamber. No member shall have the

right of voting at General Meetings of the Chamber, or at Board or Committee Meetings, or Sections, until the expiration of three months after election as a member of the Chamber.

SUBSCRIPTION.

6. The annual subscription for a member being an individual person shall be one guinea, and for a member being a joint stock company, two guineas. No member shall be entitled to vote whose subscription is more than two months in arrear. Every subscription shall become due on the first day of the month succeeding the member's election, and on the corresponding day in each following year.

7. A member may determine his membership by giving notice in writing to that effect, addressed to the Secretary. Such notice must be received at least one month before the member's subscription for the next ensuing year becomes due, otherwise he shall be liable to pay his subscription for that year.

DIRECTORS.

8. The business of the Chamber shall be managed by a Board of Directors, which shall be constituted as follows:—

(*a*) Elected Directors: Six Directors elected as hereinafter provided out of the whole body of members. These Directors shall as far as practicable be representative of the various industries, trades, and professions established in the Borough of Birkenhead, Hundred of Wirral, and surrounding districts. In the case of any company which shall be a member of the Chamber, a director of the company shall be eligible as a Director of the Chamber.

(*b*) Ex-Officio Directors, as provided in Article 13.

(*c*) Representative Directors: The Chairman of each Trade Section, as provided in Article 16.

(*d*) Emeriti Directors, not exceeding three, as provided in Article 14. Provided always that every Director shall be a member of the Chamber.

9. At each Annual General Meeting of the Chamber, one-third of the elected Directors shall retire, but any retiring Director shall be eligible for re-election if he has attended five or more meetings during each year, or failing such attendance if the Board are satisfied that his failure so to attend has been unavoidable.

Director who are Meml
attendance at meetings of Di
prevent their re-election.

The Directors to retire
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became Directors on the s
otherwise agree among then
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proposing or seconding me

10. Three clear days
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of the meeting.

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exceed that number,
accordance with Art

Directors who are Members of Parliament shall be excused from attendance at meetings of Directors, and their non-attendance shall not prevent their re-election.

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Notice of the names of retiring Directors shall be given to the members not less than two calendar months before the Annual Meeting. Candidates must be proposed and seconded on an official nomination paper to be exposed in the Board Room not less than seven clear days before the Annual Meeting, and their names and occupations, together with the names of their proposers and seconders, shall be exhibited in the Board Room for that period, any Director or member having alike the power of proposing or seconding members for election as Directors.

10. Three clear days before every General Meeting of the Chamber at which an election of a Director or Directors is to be held, a voting paper, prepared in accordance with a form to be approved of by the Board, shall be forwarded to every member of the Chamber. Members shall be supplied with one voting paper for each guinea annually subscribed, as provided by Article 6. Such voting paper or papers shall be duly signed, and returned by post, or otherwise, so as to be received at the offices of the Chamber during office hours, on or before the day previous to the meeting, and each voting paper so signed and returned shall be reckoned in the voting.

Provided that whenever the number of candidates duly nominated shall not exceed the number of vacancies, the election shall take place by show of hands, or in such manner as may be determined by the Chairman of the meeting.

11. Any vacancy occurring among the elected Directors by death or resignation before the 1st day of November in any year, and not filled at the previous Annual Meeting, shall be filled by election in the following manner:—Within three months after the occurrence of a vacancy or vacancies, notice thereof shall be sent to the members, and candidates must be proposed and seconded within seven clear days after the service of such notice, on an official nomination paper to be exposed in the Board room during that period, any Director or member having alike the power of proposing or seconding candidates for election. If the candidates so nominated shall not exceed the number of vacancies of which notice has been given, they shall be deemed duly elected. But if they shall exceed that number, the election shall be by means of voting papers in accordance with Article 10, except that such voting papers shall be for-

warded to the members within ten days after the expiration of the period for nomination, and shall be made returnable at the offices of the Chamber within seven clear days from the service of the voting paper.

12. In the event of an election by voting papers under Articles 10 or 11, two members of the Chamber nominated by the President or his duly constituted substitute for the time being shall be scrutineers, who shall declare the result of the election by a certificate signed by them, to be affixed in the Board room.

13. The Mayor of Birkenhead and Mayor of Wallasey for the time being shall, if they are or become members of the Chamber, be Directors ex-officio. The Directors shall have the power at any time to appoint any member of the Chamber holding the office of the President of any Chamber of Commerce in Lancashire, or within a radius of 40 miles of Birkenhead, an ex-officio Director of this Chamber for the current year.

14. The Directors shall have power, in the event of resignation or retirement of a Director who has served not less than five years in all, to appoint him an emeritus Director, to hold office so long as he shall remain a member of the Chamber, with all the powers of an ordinary Director, provided that the number of emeriti Directors shall not at any one time exceed three.

COMMITTEES.

15. The Directors may appoint Committees consisting wholly or partly of such members of their own body, or such members of the Chamber or such other persons as they think fit, for the purpose of considering and reporting to the Directors on the subjects committed to them, and the Directors may, when they think it advisable, delegate any of their powers to any such Committee which shall consist wholly of members of the Chamber. Any Committee so appointed shall conform to any regulations that may be prescribed by the Directors. Unless otherwise prescribed, the quorum for a Committee of five or more members shall be three, and for a Committee of less than five the quorum shall be two.

SECTIONS.

16. Any seven or more members of the Chamber who may be appointed by resolution of the Board to represent any distinct trade or industry, shall constitute a Section of the Chamber to deliberate upon and watch over such trade or industry, and to bring up for the consideration of the Board any matters which they may consider to affect that trade or industry. Each Section shall have the right to have, as a representative

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Director on the Board, the Chairman for the time being of such Section. As between the Chamber and any person giving credit to any Section, the Chamber shall be liable for all debts and obligations incurred by the Section, but as between such Section and the Chamber, except as regards the election of its officers, no resolution or act of any Section shall in any way bind the Board or the Chamber until confirmed by resolution of the Board; and all proceedings of the Sections and their relations to and connections with the Board shall be regulated by bye-laws to be framed from time to time by the Board. Provided always that no bye-law shall amount to such an alteration of or addition to the Articles of Association as could only legally be made by a special resolution. Any accredited representative of a company which shall be a member of the Chamber shall be eligible as a member of a Section.

OFFICERS OF THE CHAMBER.

17. A President, Vice-President, and Treasurer shall be elected annually by the Directors, out of their own body, at their first meeting after the Annual General Meeting, and the election shall be by ballot if more than one Director is proposed and seconded for any office. The Vice-President shall exercise the powers of the President in his absence. In the absence of both the President and Vice-President, the ex-President, or failing him some other member of the Board, may act as President, on the request in writing of the President. No President or Vice-President shall continue in the same office for a longer period than three years consecutively. On the completion of that term he shall be ineligible for the same office for one year.

18. A Secretary and such assistants as may be required shall be appointed by the Directors, at salaries and on terms to be fixed by them.

MEETINGS OF DIRECTORS.

19. The Directors may meet for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Except as otherwise determined by them, ordinary meetings of the Board shall be held once a month (except in August). In the absence of the President and Vice-President, the Directors present shall elect a Chairman for the day. The Chairman on all occasions shall have an additional or casting vote. Special Meetings of the Board shall be called by the President, or in his absence by the Vice-President, at any time on his own authority. On a requisition in writing from not fewer than four Directors, the President or Vice-President or, in case of their absence or refusal, the Secretary, shall call a special meeting of the Board, giving not less than five clear

business days' notice. The object of su special meeting shall be stated in the requisition and notice. Four Directors shall form a quorom.

MEETINGS OF MEMBERS.

20. The first General Meeting shall be held at such time, not being less than one or more than three months after the incorporation of the Chamber, and at such place as the Board may determine. The Annual General Meeting of the members shall be held in the last week in January or the first two weeks in February in each year, to receive the Report of the Directors and the Treasurer's Balance Sheet for the past year, to appoint Auditors for the current year, and to transact any other business (of which notice has been given). A second General Meeting of the members shall be held in June or July of each year, to receive a statement from the President, and to transact any other business of which notice has been given. The time and place of each meeting shall be fixed by the Directors, and seven clear days' notice of any General Meeting shall be given.

21. Special General Meetings of the members may be called by order of the Board. On a requisition in writing from not fewer than four Directors, or twenty members, the President or Vice-President or, in case of their absence or refusal, the Secretary, shall call a Special General Meeting of members, giving at least five clear business days' notice to every member. The object of such Special General Meeting, with the text of any resolution intended to be moved, shall be stated in the requistion and notice, and no other business shall be entertained.

22. The President (or his substitute duly consituted in accordance with Article 17) shall preside as Chairman at every General Meeting of the members.

ADMISSION TO AND VOTING AT MEETINGS OF MEMBERS.

23. Admission to all Ordinary or Special General Meetings of members shall be by ticket, which shall be signed by the person attending before entering the meeting. Each individual member paying one guinea annual subscription shall be entitled to receive, with the notice of meeting, one ticket, and every joint stock company paying two guineas annual subscription, two tickets. A ticket issued to an individual member shall be used only by himself. Tickets issued to a company or corporation shall be used only by directors or secretaries of the company or corporation. Votes shall be taken in the ordinary way, but if the Chairman's decision is challenged, then by show of hands, and the Chairman shall have a casting vote. Voting by proxy shall not be admissible; but a person entitled to use a ticket of admission shall, subject to the provisions of Articles 5 and 6, be entitled to vote.

A POLL OF THE MEMBERS.

24. Within three clear business days after any Ordinary or Special General Meeting of the Chamber, at which a vote shall have been taken, any twenty members may, in writing addressed to the Secretary, demand a poll on such vote, and thereupon it shall be the duty of the President or Vice-President or, in their absence, of the Secretary, to issue one or more voting papers as prescribed in Article 9 to every member of the Chamber entitled to vote, stating the question voted upon at such meeting, and the time (to be fixed by the President or Vice-President) within which the voting papers are to be returned duly filled up and signed. In the case of an equality of votes the Chairman of the meeting shall have a casting vote. Two members of the Chamber, nominated by the President or his duly constituted substitute for the time being, shall be scrutineers, who shall declare the result of the scrutiny by notice in writing to be affixed in the Board room, and such declaration shall be final.

FUNDS.

25. The funds of the Chamber shall be under the control of the Directors for the time being; and no money shall be paid by the Treasurer unless sanctioned by a resolution of the Board.

ACCOUNTS.

26. The Treasurer shall make up his accounts to the 31st of December in every year and present the same at the Annual General Meeting, signed by the Auditors.

27. Subject to any reasonable restrictions as to the time and manner of inspecting the accounts that may from time to time be imposed by the Board, the accounts shall be open to the inspection of the members at all times during the usual business hours.

AUDIT.

28. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, shall apply and be observed by the Chamber, the first General Meeting being treated as the Statutory Meeting and the members being treated as the Shareholders mentioned in those sections.

MINUTES OF PROCEEDINGS.

29. The proceedings of the Chamber shall be duly recorded by the Secretary in a book or books kept for that purpose, such book or books to be open to the inspection of members daily at all reasonable hours on the usual business days.

ALTERATION OF ARTICLES.

30. No alteration or addition shall be made in or to these Articles except by special resolution, fourteen clear days' notice of the proposed alteration having been previously given to all members of the Chamber.

NOTICES.

31. Notices may be served upon members either personally, or by post in prepaid letters or circulars, or by hand, addressed to such members at their registered addresses.

32. Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and in proof of such service it shall be sufficient to show that the letter containing the notice was properly addressed and put into the Post Office.

33. As regards those members who have no registered address in the United Kingdom, a notice posted up in the registered office of the Chamber shall be deemed to be well served at the expiration of twenty-four hours after it is so posted up.

Names, Addresses and Descriptions of Subscribers

Charles Henry Biss, David R. Birkenhead, Furniture Manufacturer

Henry Ernest Illman, 54 Hamilton Square, Birkenhead, Architect

Patrick McGettrick, 8 Taylor St, Birkenhead, Contractor

William Yough McIver, 311 Cleveland Street, Birkenhead, Cement Merchant.

William Thomas Mullett, 13 Hamilton Square, Birkenhead, Coal Merchant Merchant

Robert Telling, 54 Hamilton Square, Birkenhead, Estate Agent

[illegible], 6 Cavendish Rd, Prenton, Birkenhead, Share [illegible]

Dated the 16th day of January 1912.

Witness to the above signatures:—

J. N. H. Cathcart
Solicitor
62 Hamilton Square
Birkenhead

The BIRKENHEAD

CHAMBER OF COMMERCE.

Memorandum

AND

Articles of Association

AND

Bye-Laws of the Chamber.

THOMPSON, HUGHES & MATHISON,

BIRKENHEAD.

Waterlow & Sons Limited, Printers, London Wall London.

DUPLICATE FOR THE FILE.

No. 120076

Certificate of Incorporation

I Hereby Certify, That the Birkenhead Chamber of Commerce (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 Fifth day of February One Thousand Nine Hundred and twelve

Fees and Deed Stamps £ 50 0

Stamp Duty on Capital £ ——

Geo. Harper

Registrar of Joint Stock Companies.

Certificate received by F C Wright

for Walworth Ls

London Wall E.

Date 7/2/12

DUPLICATE FOR THE FILE.

No. 120076

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

Birkenhead Chamber of Commerce (the word "Limited" being omitted by licence of the Board of Trade)

which was incorporated under the Companies (Consolidation) Act, 1908, on the Fifth day of February 1912 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 Twelfth day of February One Thousand Nine Hundred and twelve

E. J. Sargant

Registrar of Joint Stock Companies.

Certificate received by Wardlow & Sons Ltd London Wall London E.C.

Date 14/2/12

COMPANIES (CONSOLIDATION) ACT, 1908.

Special Resolution

(*Pursuant to s. 69 Companies (Consolidation) Act, 1908*)

OF THE

BIRKENHEAD CHAMBER OF COMMERCE.

REGISTERED
111358
22 SEP 1913

Passed 2nd June, 1913.

Confirmed 27th June, 1913.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at 35, HAMILTON SQUARE, BIRKENHEAD, on the 2nd day of JUNE, 1913, the following **Special Resolution** was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at 54, HAMILTON SQUARE, BIRKENHEAD, on the 27th day of JUNE, 1913, the following **Special Resolution** was duly confirmed:—

"That this EXTRAORDINARY MEETING approve the Alterations and "Amendments of the Articles of Association as set out in the "annexed Notice."

H.M.W.

R. Pelling
Secretary

referred to in the Special Resolution passed on the 2nd June 1913 and confirmed on the 27th June
Robert Pelling
Secretary

The Birkenhead Chamber of Commerce.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Birkenhead Chamber of Commerce will be held at 54 Hamilton Square, Birkenhead, on the 27th June, 1913, at 8 o'clock p.m., when the subjoined resolution which was passed at the extraordinary general meeting of the Chamber held on the 2nd day of June, 1913, will be submitted for confirmation as a special resolution.

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

PROPOSED ALTERATIONS AND AMENDMENTS.

Article 5. To delete all that clause commencing with the words "No member" in line 2.

Article 6. To substitute the word "three" for "two" in line 4. To delete the words following "the first" in lines 5 and 6 and substitute "of January in each year" in line 5, also adding the following clause: "Any member joining after January 31st in any year shall pay a pro rata subscription for the first year, the minimum to be not less than half the yearly subscription."

Article 8. To insert the words "or accredited representative" after director in line 7 of Clause A.

Clause B. To substitute the figures "12" in lieu of "13."

Clause C. To substitute the figures "15" in lieu of "16" in line 2.

Clause D. To substitute the figures "13" in lieu of "14."

Article 9. To delete all that portion commencing with the word "Notice of" in line 12 to the word "Directors" in line 20

Article 10. To delete the first twelve lines ending with the word "Vacancies" and to substitute the following: "The Chamber at the General Meetings at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto."

To insert the words "Of Directors" after "election" in line 12.

Article 11. To delete the whole of the present wording and to substitute the following: "Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director."

Article 12. To delete the whole of the present wording.

Article 13. To become Article No. 12.

Article 14. To become Article No. 13.

Article 15. To become Article No. 14, and to add the word "Special" before "Committees," also before the word "Committee" in each of lines 1, 6, 7, 9 and 10.

Article 16. To become Article No. 15, and to substitute the word "Chamber" in lieu of "Board" in each of lines 5, 13 and 14.

Article 17. To become Article No. 16, and to substitute the word "Chairman" in lieu of Treasurer in line 1.

To delete the words "The Vice-President shall exercise the powers of the President in his absence."

To delete the word "both" before "the President," also the word "and" before "Vice President" and "The."

Also to insert the words "and Chairman, an" before "Ex-President" in line 6.

To insert the words "Chairman of any meeting of the Board or Chamber" in lieu of "President" in line 7, and to delete the remainder of the present wording.

Article 18. To become Article No. 17, and to insert the word "annually" before "by the Directors" in line 2.

Article 19. To become Article No. 18, and to delete the word "and" before "Vice President" in line 4; also to insert the words "and Chairman" after "President" in line 5; also to insert the words "or Chairman" after "Vice President" in line 8. To delete the word "or" before "Vice President" in line 9, and to add the words "or Chairman" after "Vice President" in line 10.

To delete the word "business" in line 12.

Article 20. To become Article No. 19, and to substitute the word "nor" in lieu of "or" in line 2.

To substitute the words "month of" in lieu of "last week in January or the first two weeks in" in line 4.

To insert the words "elect Directors and Honorary Treasurer" in line 7.

To delete the word "second" in line 8. To substitute the words "once a month except in August" in lieu of "in June or July of each year." Also to substitute the word "Report" in lieu of "Statement" in line 9.

To substitute the word "sections" in lieu of "President" in line 10.

To add the word "shall" and to substitute the word "have" in lieu of "has" before "been" in line 11.

To delete the words "The time and place of each meeting shall be fixed by the Directors and"

Article 21. To become Article No. 20, and to delete the words "or" before "Vice President."

Insert the words "or Chairman" before "or in case" in line 3; also to substitute the word "seven" in lieu of "five" before "clear" and to delete the word "business" before "days" in line 5.

Article 22. To become Article No. 21, and the figures "16" to be substituted for "17" in line 2.

Article 23. To become Article No. 22, and to delete the whole of the present wording and to substitute the following in lieu of same:—Voting at Meetings of Members: "At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least six members, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution."

Article 24. To become Article No. 23, and to delete the whole of the present wording and to substitute the following in lieu of same:—A Poll of the Members: "If a Poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the Poll shall be deemed to be the resolution of the Meeting at which the Poll was demanded."

Article 25. To become Article No. 24.

Article 26. To become Article No. 25.

Article 27. To become Article No. 26.

Article 28. To become Article No. 27.

Article 29. To become Article No. 28.

Article 30. To become Article No. 29.

Article 31. To become Article No. 30

Article 32. To become Article No. 31.

Article 3. To become Article No. 32.

Dated the 16th day of June, 1913.

By Order,

ROBERT PELLING.

Hon. Secretary.

54, HAMILTON SQUARE,
BIRKENHEAD.

120076 /54

A.U. C.N. 2114 £10.00 17/10/73

Birkenhead Chamber of Commerce

A Company limited by Guarantee
Incorporated 1911

Serving
Bebington, Birkenhead
Wallasey & Wirral

Affiliated to the
National Chamber of
Trade

26 Hamilton Square
Birkenhead L41 6DF
Telephone 051-647 8085/6

President: Rt. Hon. Viscount Leverhulme, T.D., J.P.
Vice-President: E. W. Willmer, T.D., J.P., D.L.
Chairman: A. W. Wright, T.D.
Hon. Secretaries: D. A. Fletcher, J.P., J. Fletcher, F.R.I.C.S.

Our Ref: DAF/JMJ C.R. 92/99/50
Your Ref: 35349/9.

12th October, 1973,

The Registrar,
Companies Registration Office,
Companies House,
55-71 City Road,
LONDON EC1Y 1BB.

Dear Sir,

re: Change of Name from The Birkenhead Chamber of Commerce to The Wirral Chamber of Commerce.

In reply to your letter of the 9th August, 1973 I now wish to inform you that,

At a Meeting of the Birkenhead Chamber of Commerce held at 26 Hamilton Square, Birkenhead on Thursday, 11th October, 1973 the following Resolution was passed as a Special Resolution, that the name should be changed from The Birkenhead Chamber of Commerce to The Wirral Chamber of Commerce.

Yours faithfully,

D.A.Fletcher.
Hon.Secretary.

REGISTRATION 15 OCT 1973 OFFICE

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 120076 /55

I hereby certify that

THE BIRKENHEAD CHAMBER OF COMMERCE

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

THE WIRRAL CHAMBER OF COMMERCE

Given under my hand at London the 24th October 1973

N Taylor

(N. TAYLOR)

Assistant Registrar of Companies

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

COMPANY NUMBER 120076 | 75

COMPANY NAME THE WIRRAL CHAMBER OF COMMERCE

At an Extraordinary ~~General~~*/Annual General*/~~General~~* Meeting of the members of the above named company, duly convened and held at:

The Bowler Hat Hotel, Oxton, Birkenhead

on the 17th day of March 19 86 (12.45pm)

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME WIRRAL CHAMBER OF COMMERCE AND INDUSTRY

Signature: .....

~~Chairman, Director~~, Secretary ~~or Officer~~ of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

Mr. D. A. Fletcher,
Hon. Secretary,
Wirral Chamber of Commerce and Industry,
26 Hamilton Square,
Birkenhead,
141 6DF.,

NC 19 (1985)

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 120076 | 76.

I hereby certify that

THE WIRRAL CHAMBER OF COMMERCE

having by special resolution changed its name, is now incorporated under the name of

WIRRAL CHAMBER OF COMMERCE AND INDUSTRY

Given under my hand at the Companies Registration Office, Cardiff the 17TH APRIL 1986

C. R. Williams

MRS. C. R. WILLIAMS

an authorised officer

C.172