

No. 324,654

168



THE COMPANIES ACT, 1948.

ORDINARY AND SPECIAL RESOLUTIONS

— OF —

**AXMINSTER CARPETS LIMITED.**

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on Monday 3rd July 1967, the Resolutions numbered 1 and 2 below were passed as ORDINARY RESOLUTIONS and the Resolution numbered 3 below was passed as a SPECIAL RESOLUTION:—

ORDINARY RESOLUTIONS.

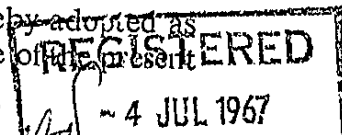
1. That the offer made by the Company to the Members of Buckfast Spinning Company Limited to acquire the whole of the issued share capital of that Company (other than the shares already held by the Company) be approved pursuant to Clause 3(L) of the Company's Memorandum of Association as an acquisition of shares of a company carrying on a business capable of being carried on so as directly or indirectly to benefit the Company.

2. That the authorised share capital of the Company be and is hereby increased to £588,718 by the creation of 165,718 Ordinary 'B' Shares of £1 each.

SPECIAL RESOLUTION.

3. That the Regulations contained in the printed document presented to the Meeting, and signed for the purpose of identification by the Chairman of the Meeting be and they are hereby adopted as the Articles of Association of the Company in the place of the present Articles of Association.

*[Signature]*  
Chairman of the Meeting.



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FRESHFIELDS,  
1 BANK BUILDINGS,  
PRINCES STREET,  
LONDON, E.C.2.





## Certificate of Incorporation

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I hereby certify that AXMINSTER CARPETS LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is LIMITED.

GIVEN under my hand at London this Twenty-fifth day of February, One Thousand Nine Hundred and Thirty Seven.

W. A. McKEARS,  
*Registrar of Companies.*

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Articles of Association

OF

### AXMINSTER CARPETS LIMITED

(adopted by Special Resolution passed on the \_\_\_\_\_ day of \_\_\_\_\_ 1967)

#### PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 2, 22, 23, 24, 25 (a), 28, 75, 77, 84 (2), 84 (4), 88, 99, 106 and 128 of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

3. Subject to the provisions of these Articles, the unissued shares in the capital of the Company may be allotted or otherwise disposed of to such persons for such consideration and upon such terms and conditions as the directors may determine. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine, or failing such determination as the directors may resolve.

4. The share capital of the Company at the date of the adoption of these Articles is £588,718 divided into 22,500 Ordinary 'A' Shares of £1 each 507,218 Ordinary 'B' Shares of £1 each 5,000  $7\frac{1}{2}$  per cent. Preference Shares of £1 each and 54,000  $7\frac{1}{2}$  per cent. Redeemable Preference Shares of £1 each. The Ordinary 'B' Shares rank *pari passu* with the Ordinary 'A' Shares both as to capital and dividend but carry no voting power. The  $7\frac{1}{2}$  per cent. Preference Shares and the  $7\frac{1}{2}$  per cent. Redeemable Preference Shares are preferential both as to capital and as to dividend but carry no voting power. The  $7\frac{1}{2}$  per cent. Redeemable Preference Shares rank immediately after the  $7\frac{1}{2}$  per cent. Preference Shares and are redeemable at par at the option of the Company by six months notice given at any time after 1st April 1960.

### TRANSFER OF SHARES

5. All transfers of shares shall be effected by instrument in writing in any form authorised by the Stock Transfer Act, 1963, or in such other form as the directors may from time to time or at any time approve. Except in the case of partly paid shares when the instrument of transfer thereof shall be signed by or on behalf of the transferor and the transferee the provisions of the Stock Transfer Act, 1963, shall apply to any instrument of transfer of a share and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

6. The directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of any shares which are not fully paid or upon which the Company has a lien.

### DIRECTORS

7. Unless and until otherwise determined by the Company in general meeting the number of directors shall be not less than two nor more than seven. Directors in office at the date of adoption of these Articles shall continue in office subject to these Articles.

8. No shareholding qualification is required of directors.

### REGISTER OF DEBENTURE HOLDERS

9. A Register of the holders of the debentures of the Company shall be kept at the registered office of the Company, and shall be

open to the inspection of the registered holders of such debentures and of any member of the Company subject to such restrictions as the Company in general meeting may from time to time impose. The directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

### POWERS AND DUTIES OF DIRECTORS

10. A director (or his alternate) may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

### ALTERNATE DIRECTORS

11. Any director may at any time appoint any person approved by his co-directors to be an alternate director to act in his place at any meeting of the directors at which he is unable to be present, and may at any time remove any alternate director so appointed by him from office. Every person acting as an alternate director shall be an officer of the Company and shall not be deemed to be an agent of the director whom he represents. An alternate director shall (subject to his giving to the Company an address in the United Kingdom at which notice may be served on him) be entitled to receive notices of all meetings of the directors proposed to be held during the absence from the United Kingdom of the director appointing him and of all other meetings of which the director appointing him shall have notified his co-directors that he is unable to attend and shall also be entitled to attend and vote as a director at any meeting at which the director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a director. An alternate director shall not be required to hold any qualification or be entitled to remuneration and he shall *ipso facto* cease to be an alternate director if his appointor ceases for any reason to be a director provided that if any director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. If any director is appointed an alternate of another director he shall, in addition to his own vote, be entitled

to a further vote as the alternate of such other director. All appointments and removals of alternate directors shall be effected by notice in writing under the hand of the director making or revoking such appointment delivered to the secretary.

### DISQUALIFICATION OF DIRECTORS

12. The office of director shall be vacated in any of the following events namely :—

- (a) If (not being a Managing Director holding office as such for a fixed term) he resign his office by giving one calendar month's notice in writing to the Company.
- (b) If he becomes bankrupt or insolvent or compounds with his creditors.
- (c) If he becomes incapable by reason of mental disorder of discharging his duties as a director.
- (d) If he be absent from meetings of the directors for more than six months without leave, expressed by a resolution of the directors, and his co-directors resolve that his office be vacated.
- (e) If he ceases to be a director by virtue of Section 185 of the Act.
- (f) If he becomes prohibited from being a director by reason of any order made under Section 188 of the Act.

Notwithstanding the foregoing provisions of this Article any act done in good faith by a director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been delivered to the registered office of the Company, or an entry shall have been made in the directors' minute book stating that such director has ceased to be a director of the Company.

### PROCEEDINGS OF DIRECTORS

13. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two. For the purposes of this Article, an alternate appointed by a director shall be counted in a quorum at which the director appointing him is not present.

14. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors or by their alternates, shall be as valid and effectual as if it had

been passed at a meeting of the directors duly convened and held, and may consist of several documents in like form each signed by one or more of such directors or alternates.

### CAPITALISATION OF PROFITS

15. (1) The Company may, upon the recommendation of the directors, resolve that it is desirable to capitalise all or any part of the profits of the Company to which this Article applies and accordingly that the directors be authorised and directed to appropriate the profits so resolved to be capitalised to the members holding Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them respectively.

(2) Subject to any direction given by the Company in general meeting, the directors shall make all appropriations and applications of the profits resolved to be capitalised by any such resolution and such profits shall be applied by the directors on behalf of the members entitled thereto, either :—

- (i) in or towards paying up the amounts, (if any) for the time being unpaid on any shares held by such members respectively, or
- (ii) in paying up in full unissued shares of the Company of a nominal amount equal to such profits, for allotment and distribution credited as fully paid up, to and amongst such members in the proportion aforesaid

or partly in one way and partly in the other.

(3) The directors shall have power after passing any such resolution :—

- (i) to make such provisions (by the issue of fractional certificates or by payment in cash or otherwise) as they think fit in the case of shares becoming distributable in fractions; and
- (ii) to authorise any person to enter, on behalf of the members holding Ordinary Shares, into an agreement with the Company providing (as the case may require) either :—
  - (a) for the payment up by the Company on behalf of such members (by the application thereto of their respective proportions of the profits resolved to be capitalised) of the amounts, or any part of the amounts, remaining unpaid on their existing shares, or

(b) for the allotment to such members respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation;

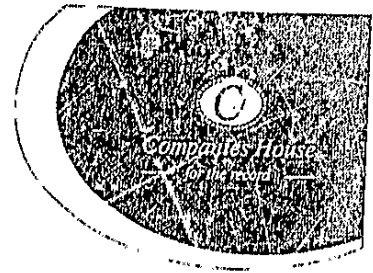
and any agreement made under such authority shall be effective and binding on all such members.

(4) The profits of the Company to which this Article applies shall be any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares or other shares issued on special conditions and shall include:—

- (i) any profits arising from appreciation in capital assets (whether realised by sale or ascertained by valuation); and
- (ii) any profits carried and standing to any reserve or reserves; and
- (iii) any sums standing to the credit of share premium or other special account

Provided that the only purpose to which sums standing to capital redemption reserve fund or share premium account shall be applied pursuant to this Article shall be the payment in full of unissued shares to be allotted and distributed as aforesaid.





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[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

#### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

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