

Number of  
Company

376071

Form No. 41.

## THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED  
12 SEP 1942

Insert the  
Name of the  
Company.

OXLEY DEVELOPMENTS COMPANY

LIMITED.

Presented by

ABBOTT, ANDERSON, BRAITHWAITE & WHITTAKER,

3 & 4, Clement's Inn, Strand, W.C.2.

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Haaver Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,  
5 St. James's Square, Manchester, and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

J, RUTHERFORD WRIGLEY GIBBARD BRAITHWAITE

of 3 & 4, Clement's Inn, Strand in the County of London

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation."  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

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

of Oxley Developments Company

Limited, and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 16 The Green  
Richmond in the County  
of Surrey  
the 21<sup>st</sup> day of August 1942.

*Ruth Wrigley Gibbard Braithwaite*

Before me,

*J. A. Davis*

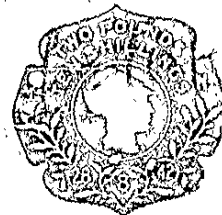
Number of  
Company

376071

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital

OF

OXLEY DEVELOPMENTS COMPANY

REGISTERED

12 SEP 1942

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

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

Presented by

ABBOTT, ANDERSON, BRAITHWAITE & WHITTAKER,

3 & 4, Clement's Inn, Strand, W.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,  
157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

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

# THE NOMINAL CAPITAL

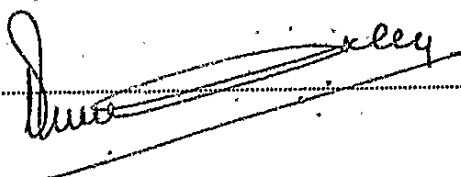
OF

CXLEY DEVELOPMENTS COMPANY, Limited.

is £ 500, divided into five hundred

Shares of One Pound each.

\*Signature



Description Director.

Dated the seventeenth day of August 1942.

\* This Statement should be signed by an Officer of the Company.



The Companies Act 1929



COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**OXLEY DEVELOPMENTS ~~CO.~~ COMPANY LIMITED.**

REGISTERED

12 SEP 1942

1. The name of the Company is "OXLEY DEVELOPMENTS ~~CO.~~ COMPANY LIMITED."

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

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

(A) To carry on all or any of the trades or businesses of manufacturers of and dealers in radio and wireless transmitting and receiving installations, sets, apparatus, components and equipment of all or any kinds, sound reproduction apparatus and devices, direction and position finding apparatus and equipment, amplifying instruments, and picture producing, reproducing, transmitting and receiving apparatus of all or any kinds, and of and in apparatus, equipment, devices, machines and components of all or any kinds for or in connection with transmitting, receiving, distributing, recording or utilising radio or wireless waves, and to establish, erect, set up and maintain installations, stations, exchanges and lines for the transmission, reception, distribution, recording and utilising of such waves.

(B) To carry on the business of radio and wireless research engineers and inventors, and of inventors and designers of equipment, apparatus, devices and machinery of all or any kind or kinds for manufacture or dealing or use in all or any of the trades or businesses aforesaid, and of improvements or modifications in all such equipment, apparatus, devices and machinery, and to establish, carry on and maintain laboratories, and research and

9- SEP 1942

experimental stations and installations in connection with all or any of the said trades or businesses or otherwise with the object of inventing apparatus, equipment, devices, machines or components for use in transmitting, receiving, distributing, recording or utilising radio or wireless waves, or improvements in, or processes for the manufacture or production of all or any of the things aforesaid.

- (C) To carry on all or any of the trades or businesses of radio and wireless engineers, electricians, electrical engineers, telephonic and electrical experts and contractors, and mechanical and general engineers, and of manufacturers, fitters, maintainers and repairers of and dealers in dynamos, motors, armatures, magnetos, batteries, accumulators, conductors, insulators and insulating materials, transformers, converters, switchboards, wire and cables, wireless aërials, cabinets, dials, labels, knobs, condensers, headphones, loudspeakers, valves, voltmeters, sets, cases, ebonite, rubber, and radio, wireless and electrical appliances, apparatus, components, fittings, parts, accessories, requisites, plant, equipment and supplies of all or any kinds, and of and in gramophones and sound reproducing machines, cameras and photographic apparatus, dictaphones and similar appliances.
- (D) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (F) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (L) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or subscribe to, any charitable funds or institutions, the establishment or support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or



capital of any shares, stock or securities issued by or any other obligations of any such company.

- (s) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (u) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (v) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the ~~Company~~ <sup>Members</sup> is limited.

5. The share capital of the Company is £500, divided into 500 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>Robert Frederick Oxley, 28, Meeting House Lane, Ulverston, N. Lancs. Radio Research Engineer.</p>	<p>One.</p>
<p>Dorothy Florence Oxley, 28, Meeting House Lane, Ulverston, N. Lancs. Married Woman.</p>	<p>One.</p>

Dated this 17<sup>th</sup> day of August 1942.

Witness to the above Signatures—

W. B. Pearson,  
5, Town Bank Terrace,  
Ulverston.  
Bank Accountant.



*The Companies Act 1929.*



COMPANY LIMITED BY SHARES.

REGISTERED

12 SEP 1942

Articles of Association  
OF  
COMPANY  
OXLEY DEVELOPMENTS ~~CO.~~ LIMITED.

*Due*  
*5/10*  
*W.S.*

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company, and in case of any conflict between these Articles and the regulations contained in Table A these Articles shall prevail.

2. Clauses 19, 35, 45, 47, 48, 50, 61, 64, 66, 69, 72, 73, 74, 76, 82 and 101 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

12-SEP-1942

## SHARES.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where those words first occur.

5. The shares shall be at the disposal of the Directors, and they may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

## LIEN.

8. In Clause 7 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deemed to be omitted.

## TRANSFER OF SHARES.

9. Subject to the provisions of Article 10, no transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors, who may, without

assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 3. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

10. The following words shall be deemed to be added to Clause 21 of Table A at the end thereof :—

“Provided that in the case of the husband or wife or lineal descendant or lineal ancestor of a member becoming entitled to a share in consequence of the death of such member the Directors shall not have the right, on production of such evidence as aforesaid, to decline registration of such husband or wife or lineal descendant or lineal ancestor as a member in respect of the share.”

#### PROCEEDINGS AT GENERAL MEETINGS.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

12. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

13. 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 the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, 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, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### VOTES OF MEMBERS.

14. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:—

“ I, <sup>COMPANY</sup>  
 “ of <sup>being a</sup>  
 “ in the County of <sup>COMPANY</sup>  
 “ member of OXLEY DEVELOPMENTS, <sup>being a</sup> LIMITED,  
 “ hereby appoint  
 “ of  
 “ or failing him,  
 “ of  
 “ as my proxy to vote for me and on my behalf  
 “ at the [Ordinary or Extraordinary or Adjourned,  
 “ *as the case may be*] General Meeting of the Company  
 “ to be held on the            day of  
 “ and at any adjournment thereof.

“ Signed this            day of            19    .”

#### DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say—Robert Frederick Oxley and Dorothy Florence Oxley.

16. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £1, and it shall be his duty to comply with the provisions of Section 141 of the Companies Act 1929. A Director may act before acquiring his qualification.

17. The said Robert Frederick Oxley shall be the first Governing Director of the Company. Subject as hereinafter provided, the Governing Director for the time being shall hold that office for life, or until he resigns the office, and whilst he retains the said office the government and control of the Company shall be vested in him, and he shall have authority to exercise all the powers, authorities and discretions by these Articles expressed to be vested in the Board generally, and all the other Directors, if any, for the time being of the Company shall be under his control, and shall be bound to conform to his directions in regard to the Company's business.

18. The Governing Director for the time being may, from time to time and at any time, appoint any other persons to be Directors of the Company, and may define, limit and restrict their powers, and may fix and determine their remuneration and duties and may at any time remove any Director howsoever appointed, and may at any time convene a General Meeting of the Company. Every such appointment or removal must be in writing under the hand of the Governing Director.

19. The following provisions as to a Governing Director shall also have effect :—

- (1) He shall vacate the office of Governing Director if and when he ceases to hold a special qualification, as hereinafter defined, and is requested by the Company in General Meeting to resign.
- (2) If he resigns the office of Governing Director whilst holding a special qualification he may appoint some other person to be the Governing Director subject as next hereinafter provided.
- (3) If he resigns office and appoints some other person to be the Governing Director as aforesaid he may, whilst holding a special qualification, by notice in writing to the Company remove such appointee and re-appoint himself to the office of Governing Director, and he shall thereupon again become the Governing Director, and the above provision in this paragraph shall apply as often as the Governing Director removes any such appointee and re-appoints himself as aforesaid.
- (4) If the said Robert Frederick Oxley shall die whilst holding a special qualification his legal personal representatives, or after completion of the administration of his estate the trustees of his will, may from time to time, so long as they hold a special

qualification, appoint any person to be the Governing Director (but so that not more than one person shall at any one time hold office by virtue of such an appointment), and may at any time by notice in writing served on the Company remove any such appointee.

- (5) Every such appointment must be made by writing under the hand or respective hands of the appointor or appointors.
- (6) Notice of an appointment under paragraph (2) of this Article must be served on the Company within two calendar months after the resignation of the Governing Director, and any such notice and any notice of appointment under paragraph (4) of this Article must be accompanied by the consent in writing of the appointee to act, and any appointment or removal shall take effect on service of the notice thereof, and in the case of an appointment under paragraph (2) of this Article only in the event of the same being served within such period as aforesaid.
- (7) For the purposes of this Article any person appointed a Governing Director under paragraph (2) aforesaid shall be deemed to hold a special qualification if and during such time as a special qualification is registered in his name or as his appointor holds a special qualification, and if appointed under paragraph (4) aforesaid shall be deemed to hold the same if and during such time as a special qualification is registered in the name of such appointee or if and so long as such representatives or other the legal personal representatives for the time being of the appointor, or the trustees of his will, shall hold a special qualification.
- (8) For the purposes of this Article a special qualification aforesaid means shares in the capital of the Company to the nominal value of £100.
- (9) The remuneration of the Governing Director shall from time to time be determined by the Board.

20. If and so long as there shall be a Governing Director all the provisions of Clauses 77 to 80 (inclusive) and 83 of Table A shall remain in abeyance.

21. If the Governing Director for the time being shall die or resign or vacate office and no person shall within fourteen days



thereafter be appointed to be Governing Director under the provisions hereinbefore contained, then, if there shall be no other person holding office as a Director, any two members of the Company may convene a meeting of the Company for the purpose of electing a Board of Directors, and such meeting shall, as nearly as may be, be convened in manner hereinbefore provided relating to General Meetings of the Company to be convened by the Board.

22. If and so far as any of the provisions of Articles 17 to 21 (inclusive) may be inconsistent with any other provision contained or incorporated in or by any other of these Articles, the provisions of such Articles 17 to 21 (inclusive) shall prevail.

23. The Directors may from time to time, at their discretion, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company, and may secure the payment or repayment of any such moneys by mortgage or charge upon all or any of the property or assets of the Company, or by the issue of debentures (whether at par or at a discount or premium), or otherwise as they may think fit.

24. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

25. (1) The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

(2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

#### DISQUALIFICATION OF DIRECTORS.

26. The office of a Director shall be vacated—

(1) If by notice in writing to the Company he resigns the office of Director.

- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
- (5) If he is found lunatic or becomes of unsound mind.
- (6) If he be convicted of an indictable offence and the Board resolve that he vacate his office.

27. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

28. (1) A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, provided that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929.

(2) A Director may vote in respect of any contract or proposed contract or arrangement in which he is interested.

#### ROTATION OF DIRECTORS.

29. Subject to Articles 17 to 22 (inclusive) and Article 26—

- (1) The Directors for the time being shall until otherwise determined by resolution of a General Meeting continue to hold office.
- (2) The Company in General Meeting may determine the rotation in which Directors for the time being shall retire from office.
- (3) A retiring Director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected.

#### PROCEEDINGS OF DIRECTORS.

30. 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.

31. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

32. A Director may appoint an alternate, and the following provisions shall have effect in reference thereto :—

- (1) The appointment shall be in writing and may be either general or for a specific purpose.
- (2) The alternate may be any person whosoever, save that he shall not be a competitor in trade of the Company.
- (3) The alternate shall be at liberty to attend the meetings of the Directors and to take part in the proceedings and vote and otherwise act in the same manner as such Director could act if he were personally present.
- (4) Such appointment (if general) shall remain in force until revoked by notice in writing under the hand of such Director and sent by registered post to or left at the office, and shall *ipso facto* determine upon such Director vacating his office.
- (5) Such alternate shall if the appointee of more than one Director be entitled to one vote for each Director represented by him.

Every person acting as an alternate Director shall be an officer of the Company, and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director whom he represents; and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director whom he represents.

#### WINDING UP.

33. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

#### INDEMNITY.

34. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about

the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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Robert Frederick Oxley,  
 28, Meeting House Lane,  
 Ulverston, N. Lancs.  
 Radio Research Engineer.  
 Dorothy Florence Oxley,  
 28, Meeting House Lane,  
 Ulverston, N. Lancs.  
 Married Woman.

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Dated this 17<sup>th</sup> day of August 1942.

Witness to the above Signatures—

W. B. Pattison,  
 5, Town Bank Terrace,  
 Ulverston,  
 Lancs.  
 Bank Accountant.

DUPLICATE FOR THE FILE.

No. 376071



# Certificate of Incorporation

I Hereby Certify,

That

OXLEY DEVELOPMENTS COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Llandudno  
Given under my hand at ~~Llandudno~~ this twelfth day of September One  
Thousand Nine Hundred and forty-two.

*Deft*  
Registrar of Companies.

Certificate )  
received by )

*Reid - Post.*

Date 14-9-42