

of
company

400033

31.10.1945

Form No. 41.

THE COMPANIES ACT, 1929.



Declaration of Compliance with the requirements of the Companies Act,
1929, on application for registration of a Company.
Pursuant to Section 15(2).

me of
pany

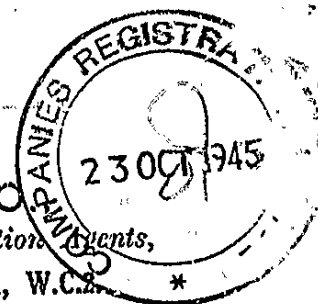
Bowers & Wilkins Limited.

ented by

H. A. JUST & CO.
15, PORTUGAL STREET,
LINCOLN'S INN, W.C.2.

Telephone :
LBORN 9781.

H. A. JUST & CO.
Company Printers and Registration Agents,
15 Portugal Street, Lincoln's Inn, W.C.2.



114

I, JOHN GEORGE FREDERICK BOWERS

of Alpine Nursery,

Durrington Lane,

Worthing, Sussex.

Do solemnly and sincerely declare that I am (a) Person

named in the Articles of Association as a Director

of

BOWERS & WILKINS

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 Worthing

in the County of Sussex

the 11 day of October
one thousand nine hundred and forty-two
before me.

[Signature]
(b) A Commissioner for Oaths.

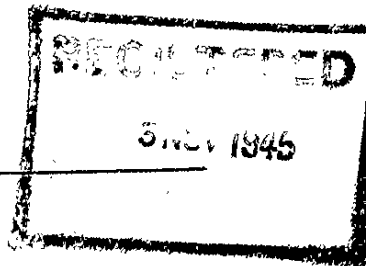
- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent") "engaged in the formation," or "A person named in the Articles of Association "as a Director or Secretary."
- (b) or Notary Public or Justice of the Peace.

J. G. F. Bowers

o. of Company

400088
2

Form No. 25.



BOWERS & WILKINS

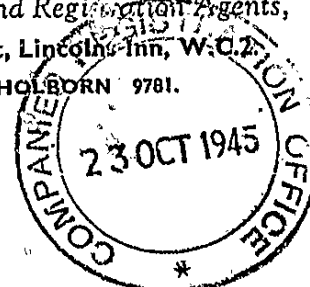
LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten
shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

nted by : / H. A. JUST & Co.
15, PORTUGAL STREET,
LINCOLN'S INN, W.C. 2.

H. A. JUST & CO.,
Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C. 2.
Telephone : HOLBORN 9781.



164

DAMAGED DOCUMENT

The NOMINAL CAPITAL of BOWERS & WILKINS

Limited,

is £ 2000, divided into 2000 shares of £ 1 each.

Signature

J. G. F. Jones.

Description Director

Date 4th October, 1945.

RECEIVED DOCUMENT



THE COMPANIES ACT, 1929.

1945



COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

Bowers & ~~Paulton~~ Limited
Wilkins *g.6.t.A.*
E.W.P.

g.6.t.A.
E.W.P. 1. The name of the Company is "BOWERS & ~~PAULTON~~ LIMITED".
WILKINS

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 business as manufacturers and distributors of, agents for and wholesale and retail dealers in wireless and television sets and sound producing machines of all kinds, and components, fittings, parts, apparatus, accessories and equipment generally; electric accumulators and batteries, electric and other lamps and electrical plant, machines, appliances and fittings of every description; labour saving contrivances, domestic utensils, household goods, cycles, motor cycles, motor cars, and accessories of all kinds, gramophones and gramophone records, musical instruments, insulating materials, sports, toys, games, novelties, camp equipment and furniture, leather goods, rubber goods, fancy goods, metal goods, wooden goods, plastic goods and all articles of personal or household use or ornament and sporting requisites of all kinds.

(b) To carry on business as electricians, radio engineers, experts and contractors; electric wiring contractors and specialists, metal and alloy makers, refiners and contractors, mechanical engineers, cabinet makers, photographers, woodworkers, booksellers, ironmongers and hardware dealers, fancy goods dealers and general storekeepers.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

(r) To distribute any property of the Company in specie among the members.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £2,000 divided into 2,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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.
John George Frederick Borch. Alpine Nursery, Durrington Lane Worthing, Sussex. Radio Engineer.	One
Edward. Wilfred Paulton 81 Warwick Avenue Edgware Middlesex. Radio Engineer.	One.

DATED this 4th. day of October. 1945.

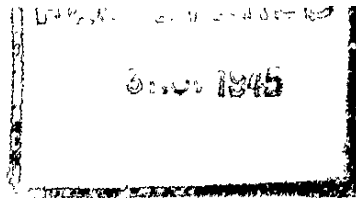
WITNESS to the above signatures :-

Oliver L. Lovelock.

13. Grafton Road,
Worthing
Sussex.

Chartered Accountant.

400033



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

Bowers & ~~Paulton~~ Limited
Wilkins 964A.
E.M.P.

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Table "A" in the First Schedule to the Companies Act, 1929 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company videlicet :- 19, 45, 50, 54, 64, 66, 69, 72, 101 and 107.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning 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 where two or more persons hold one

or more shares in the Company jointly, they shall, for the purposes of this provision, be treated as a single member; and (3) the transfer of the shares of the Company shall be restricted in manner hereinafter appearing.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

5. 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 at such a rate as shall not exceed ten per cent. of the price at which such shares shall be issued and such commission may be satisfied in cash or fully paid shares in the capital of the Company or partly in one mode and partly in another.

6. 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 as expressly provided to that effect by these articles) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. Except in the case of a transfer to the personal representatives of a deceased holder, the Board of Directors may, without assigning any reason, refuse to register any transfer of shares in the Company.

PROCEEDINGS AT GENERAL MEETINGS.

8. A Meeting may, with the consent of all the members, be convened by a shorter notice than that required by Clause 42 of Table "A" and in such manner as the members think fit.

9. 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. Save as otherwise provided by the regulations of the Company, two members personally present shall form a quorum.

10. 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 two 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, 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.

11. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the registered holder.

DIRECTORS.

12. The number of Directors shall not be less than two nor more than five and the names of the first Directors shall be John George Frederick Bowers and ~~Edward Wilfred Paulsen~~ Roy Frank Wilkins. *g.f.d. A. EWP*

13. The Directors shall be entitled to be repaid all travelling and hotel expenses incurred by them in respect of the Company's business.

SECRETARY.

14. The first Secretary of the Company shall be John George Frederick Bowers.

POWERS AND DUTIES OF DIRECTORS.

15. The powers of the Company shall be exercisable by the Directors who shall be at liberty to raise or borrow for the purposes of the Company's business, such sum or sums of money as they shall think fit, and in connection therewith, may mortgage or charge the whole or any part of the property and assets of the Company, present and future, including uncalled or un-issued capital, and to create and issue bonds or debentures, or debenture stock.

DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated :-

- (a) If by one calendar month's notice in writing to the Company he resigns the office of Director, subject to the provisions of any service contract with the Company.
- (b) If he becomes bankrupt.
- (c) If (save for illness or other indisposition) he shall absent himself from Board Meetings continuously for six months without the consent of the Board.
- (d) If he is found lunatic or becomes of unsound mind.
- (e) If he becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act, 1929.

17. Subject to the provisions of the Companies Act, 1929 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company. A general disclosure that a Director is interested in transactions with any particular firm or company shall be sufficient disclosure for this purpose.

PROCEEDINGS OF DIRECTORS.

18. A written Resolution signed by every member of the Board shall be effective as a Resolution of the Board at a meeting duly convened and constituted.

MANAGING DIRECTOR.

19. Any Managing Director or Manager may from time to time be vested by the Board with all or any of the powers of the Directors (except the power to make calls, borrow money, issue debentures or forfeit shares) as such Board may think fit.

ALTERNATE DIRECTOR.

20. Any Director being or residing abroad may, in writing, appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor.

INDEMNITY.

21. Every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, save where this indemnity would conflict with the provisions of the Companies Act, 1929.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John George Frederick Jones
 Alpine Nursery, Durrington Lane, Worthing, Sussex
 Radio Engineer.

Edward Wilfred Paulton
 81 Warwick Avenue
 Edgware Middlesex.
 Radio Engineer.

DATED this 4th. day of October 1945.

WITNESS to the above signatures :-

Oliver F. Lovelock.

13. Grafton Road,
 Worthing
 Sussex.

Chartered Accountant.

CERTIFICATE OF INCORPORATION

[Duplicate for the File]

No.

400083

I HEREBY CERTIFY, that

BOWERS & WILKINS LIMITED

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

Given under my hand at London this

third

day of

November

One

Thousand Nine Hundred and

forty-five.

W. A. Smith
For Registrar of Companies.

Certificate
received by:-

Date

W. A. Smith
5th Nov 1945

[173]

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The Companies Act 1948.

COMPANY LIMITED BY SHARES



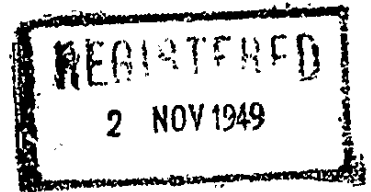
Special Resolution

(Pursuant to s. 141 (2))

OF

BOWERS & WILKINS, LIMITED

Passed 21st October 1949.



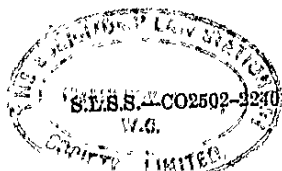
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 1 Becket Buildings, Worthing, on the 21st day of October 1949, the following Special Resolution was duly passed, viz. :—

That the Articles of Association of the Company be altered in manner following, that is to say :—

By inserting therein the following new Article after Article 12, namely :—

“12A. The following Directors of the Company, that is to say, John George Frederick Bowers, Roy Frank Wilkins, Charles Edward Wood and Frederick Allan Bedward, each of whom shall be called a ‘permanent Director’ and shall hold office (subject to Article 16) until he dies or resigns, and shall not be liable to retire by rotation or be taken into account in determining the rotation of retirement of Directors or be liable to removal under Clause 80 of Table A, and accordingly Clauses 73, 74 and 80 of Table A shall not apply to a permanent Director.”

Charles Edward Wood
Chairman.



A 2850



THE COMPANIES



COMPANY LIMITED BY SHARES

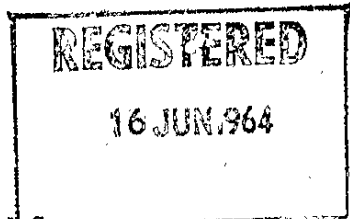
SPECIAL (COPY) RESOLUTIONS

(Pursuant to the Companies Act 1948, Section 61 and 141)

OF

BOWERS & WILKINS LIMITED

Passed the 8th day of June, 1964



At an Extraordinary General Meeting of the above named Company, duly convened and held at 13 Liverpool Gardens, Worthing, in the County of Sussex, on the 8th day of June, 1964, the following SPECIAL RESOLUTIONS were passed:-

1. That the Capital of the Company be increased from £2,000 to £6,000 by the creation of a further 4,000 Ordinary Shares of £1 each, such Shares to be subject to the Memorandum and Articles of Association and to rank pari passu in all respects with the existing Ordinary Shares of the Company.
2. That the sum of £4,000 be capitalised out of the amount now standing to the credit of the Profit and Loss Account of the Company and that the Directors be and they are hereby authorised and directed to appropriate the said sum of £4,000 to the holders of the Ordinary Shares of the Company on the Register of Members at the close of business on 8th June, 1964, and to apply the sum of £4,000 on behalf of such holders of the Ordinary Shares in paying up in full 4,000 Ordinary Shares of £1 each, to rank for all dividends declared on the ordinary Capital in respect of the financial year which commenced on 1st February, 1964 as if the same had been fully paid up on that date and to be allotted and distributed fully paid to the said Ordinary Shareholders at the rate of two such Ordinary Shares for every one Ordinary Share held.

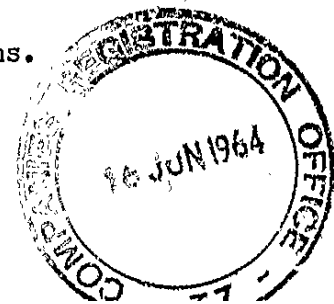
J. G. F. BOWERS

Chairman

Certified a true copy of the Resolutions.

.....

Chairman and Secretary



No. of Certificate 400083

Form 26A.



BOWERS & WILKINS

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

16 JUN 1964

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARRLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

THORNTON, BAKER & CO.,

13 LIVERPOOL GARDENS,

WORTHING, SUSSEX.



The NOMINAL CAPITAL of BOWERS & WILKINS


Limited

has by a Resolution of the Company dated 8 TH JUNE 1964

been increased by the addition thereto of the sum of £ 4000, divided into

4000 ORDINARY shares of £ 1 — each beyond the Registered Capital of

2000 ORDINARY SHARES OF £1 EACH

Signature 

State whether Director or Secretary Director - Secretary

Date 11th day of June 1964

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

Company

THE COMPANIES



£3/10/-

COMPANIES
REGISTRATION

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name

of

Company

BOWERS & WILKINS

REGISTERED Limited.

28 JUL 1964

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 122, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act. 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

THORNTON, BAKER & CO.,

13 LIVERPOOL GARDENS,

WORTHING, SUSSEX.

TO THE REGISTRAR OF COMPANIES.

BOWERS & WILKINS
Limited, hereby gives you notice pursuant to

section 63 of The Companies Act, 1948, that by (a) SPECIAL

Resolution of the Company dated the EIGHTH day of

JUNE, 1964 the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 4000

beyond the Registered Capital of £ 2000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share


4000

ORDINARY

£1.

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

Such shares to be subject to the Memorandum and articles of Association and to rank pari passu in all respects with the existing Ordinary Shares of the Company.

Signature 

(State whether Director or Secretary.)

Director & Secretary

Dated the 2nd day of JULY 1964

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)