



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

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



(DUPLICATE FOR THE FILE.)

No. 33266.



Certificate of Incorporation.

I hereby certify that

Andrew Kay & Company (Curling Stones) Limited

is this day incorporated under the Companies Act, 1948, and that this Company is Limited.

SIGNED by me at Edinburgh, this Fifth day of August

One Thousand Nine Hundred and Fifty-eight

[Signature]
Registrar of Companies.

THE COMPANIES ACT, 1948.



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

DECLARATION of compliance with the requirements of the Companies

Act, 1948, on application for registration of a Company.

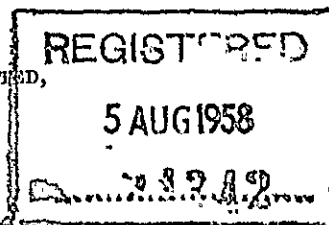
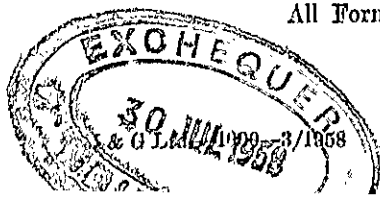
Pursuant to Section 15 (2).

Name of Company { ANDREW KAY & COMPANY (CURLING STONES)
LIMITED

Presented by—

JOHN OSWALD & SON,
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.

All Forms supplied by JOHN OSWALD & SON (Registration Agents) LIMITED,
6 North St. David Street, Edinburgh 2.



I Mrs. ELLEN MARY WILLIE

of Willowbank, Mauchline

(a) Here insert:
"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 I am^(a) a person nominated in the
Articles of Association as a Director

of Andrew Kay & Company (Curling Stones)

Limited, and That all the requirements of the Companies Act, 1948, 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 Kilmarnock

the 29th day of July

One thousand nine hundred and fifty eight

before me,

Douglas Smith

(b) Justice of the Peace for the Kilmarnock

(b) or Notary Public,

No. 41.

42 Bank Street,
Kilmarnock.



2
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

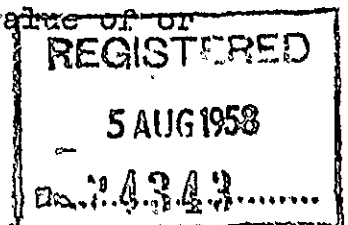
MEMORANDUM of ASSOCIATION

of

ANDREW KAY & COMPANY (Curling Stones)
LIMITED.



1. The name of the Company is "ANDREW KAY & COMPANY (Curling Stones) LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (1) To carry on in Scotland and elsewhere the business of manufacturers of and wholesale and retail dealers in and merchants of curling stones and all accessories and requisites connected therewith and all or any articles or things required for curling.
 - (2) To quarry, win, work or otherwise mine stone, necessary for the making of curling stones.
 - (3) To write, edit, publish, print and produce catalogues, advertisements and articles on curling, and for this purpose to acquire or deal in all printing machinery and requisites therefor or in connection therewith.
 - (4) To establish and carry on rinks and schools for the teaching and practise of curling.
 - (5) To take or otherwise acquire and hold shares, stocks, debentures or other interests in any other Company having objects altogether or in part similar to those of this Company or carrying on any business which in the opinion of the Company is capable of being conducted so as directly or indirectly to benefit this Company.
 - (6) To carry on any other similar businesses which may be conveniently carried on in connection with any of the Company's objects or may be calculated directly or indirectly to enhance the value of or render/



render profitable any of Company's properties, assets, rights or interests.

- (7) To acquire by purchase or otherwise, and undertake for cash or shares or otherwise, and carry on all or any part of the business or property of any Company, firm or person carrying on any business which this company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm, or person.
- (8) To purchase, feu, lease, exchange or otherwise acquire any heritable property, rights or privileges for the purposes of the business of the Company, and to construct, maintain, extend and alter any buildings, roads, railways, bridges and other works and plant of every kind or description necessary or convenient for said business.
- (9) To acquire by purchase, licence or otherwise to apply for and obtain, and to exercise and use or to grant licences to others to exercise and use in any part of the world, patents, patent rights, copyrights, registered designs, unregistered designs, trade marks protection, or the like, of any kind or description, likely to benefit the the Company in its business, and to disclaim, alter or modify the same.
- (10) To acquire an interest in, amalgamate with, or enter into any partnership or arrangement for sharing profits, union of interest, co-operation, joint adventure, limiting competition, or mutual assistance with any company, firm or person whose objects are altogether or in part similar to the objects of the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or for any property acquired, any shares, debentures or securities that may be agreed upon.
- (11) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (12) To borrow or raise and secure the payment of money in any way, and in particular by bond and disposition in security, assignation or conveyance ex facie absolute, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (13) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange bills of lading, warrants and other negotiable or transferable instruments.
- (14) To invest and deal with the monies of the Company not immediately required, upon such securities and/

and in such manner as may from time to time be determined.

- (15) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such person.
- (16) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (17) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any part of the business or property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business operations which may appear likely to benefit this Company, or to enhance the value of the business of any property of this Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.
- (18) To sell or otherwise dispose of the business, property, rights and assets of the Company, or any branch or part thereof, for such consideration, payable in cash or in the shares, stock, debentures or securities of any other company, as may be deemed proper; and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.
- (19) To distribute any of the property of the Company among the members in specie but so that no distribution amounting to a reduction of capital shall be made without such sanction as may be required by law.
- (20) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

Declaring that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and that the objects specified in each paragraph of this Clause shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no wise limited or restricted by reference to or inference from the terms of any/

any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The Share Capital of the Company is £10,000, divided into 10,000 Shares of £1 each.

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 Capital of the Company set opposite our respective names:-

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>Emily Llie</i> <i>Willowbank Machine</i> <i>Curling Stone Manufacturers</i></p> <p><i>George Smith</i> <i>17 High Road Whitecraig</i> <i>Purfordshire</i> <i>Pharmaceuticals</i></p>	<p><i>one</i></p> <p><i>one</i></p>

Dated the *Twenty fourth* day of *July*, 1958.

Witness to the above Signatures:-

Douglas Smith
42 The Street Walsworth



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ARTICLES of ASSOCIATION

of

ANDREW KAY & COMPANY (Curling Stones)
LIMITED.

1. The regulations contained in Part 1 of Table A appended to the Companies Act, 1948 (hereinafter referred to as "Table A"), shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or are inconsistent herewith.

2. The clauses numbered 24, 53, 75, 77, 79 and 84 (2) of Table A shall not apply to the Company, and the following clauses shall be modified:-

Clause 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

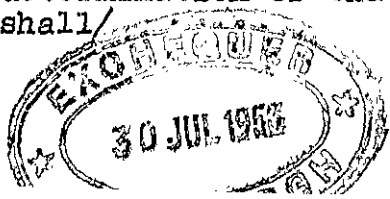
Clause 32, so that the words from and including the word "except" to the end of the first paragraph of the clause shall be held to be delete;

Clause 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Clause 86, so that the words from and including "and every director" to the end of the clause shall be held to be delete.

3. The Company is hereby declared to be a private company, and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company. The Company shall not have power to issue share warrants to bearer.

4. The number of 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



shall at no time exceed fifty; several persons, however, holding one or more shares jointly, shall be deemed to be a single member.

5. The directors, may, without assigning any reason, decline to register any transfer of shares.

6. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the directors through the secretary at a fair price to be fixed as at the date of the notice by the auditor of the Company, acting as an expert and not as an arbiter, and such notice shall constitute the directors his agents to contract with anyone including themselves for the acquisition of said shares or any of them at the said price. If for the space of thirty days after receipt of such notice the directors fail to find a person or persons willing to purchase the shares or any of them at the said price and to give notice thereof within that time to the proposing transferor the said shares or any of them may in so far as no purchaser has been found for them be disposed of at not less than the said price at any time within two months as if this article had not been made. In the event of the directors finding a person or persons willing to purchase the shares or any of them in terms of this article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer or transfers of the said shares purchased in exchange for the price and failing his doing so within seven days of such notice the directors shall be entitled to sign a transfer or transfers for and on behalf of the transferor receive the purchase money in trust for the transferor and enter the name of the transferee or transferees in the Register of Members.

7. For a general meeting a quorum shall be such persons personally present and holding or representing by proxy in the aggregate at least one half of the issued capital of the Company whose holders are entitled to be present and vote.

8. Until otherwise determined by a general meeting, the number of directors shall be one.

9. The first and sole director shall be ELLEN MARY MITCHELL or WYLLIE.

10. The qualification of a director shall be the holding of shares of the Company to the nominal value of at least £5.

11. The directors shall be reimbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.

12. The directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.

13. Any director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient, and shall be in no wise liable to account for any profit realised by any such contract or transaction, nor shall he be excluded from voting upon such contract or transaction.

14./

14. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

15. The Directors may institute such funds, trusts or schemes as they may deem expedient for providing pensions, life assurances or other benefits for employees or ex-employees of the Company. For such purpose any Director receiving remuneration from the Company (other than Directors' fees) shall be deemed an employee of the Company and may accordingly become a beneficiary of any such fund or trust or a member of any such scheme if otherwise qualified under the provisions hereof and may receive and retain all benefits to which he may become entitled thereunder. The Board may pay out of the monies of the Company any contributions or premiums becoming payable by the Company under any such fund, trust or scheme whether in respect of Directors or of other employees or ex-employees who are beneficiaries thereunder or members thereof and any Director may vote at Board Meetings upon any Resolution or matter relating to any such fund, trust or scheme (including any Resolution for provision by the Company of benefits or for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such Resolution or matter. In the event of any conflict between this Clause and any other Clause contained in the Articles of Association of the Company the provisions of this Clause shall in all cases prevail.

Names, Addresses and Descriptions of Subscribers.

Ernest W. Willoughby Machine Tooling Stone Manufacturer
George A. Mitchell 17 High Road Whitechapel Roper Street
Plumbers Merchant (Retired)

Dated the *Twenty fourth* day of *July*, 1953.

Witness to the above Signatures:-

Dorothy Schmidt
Secretary
40 The Lane Kilburn

33266
L

No. of Company.....

ANDREW KAY & COMPANY (CURLING STONES) 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.

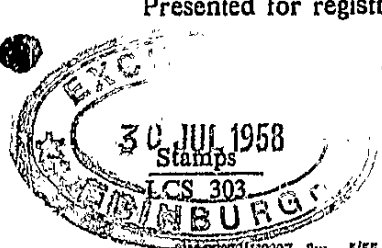
Presented for registration by

JOHN OSWALD & SON,
(REGISTRATION AGENTS) LIMITED,

EDINBURGH REGISTERED

5 AUG 1958

24245



Wt. 21078/22307 Bm. 5/55 W.H.&S. Gp.601



1546
150-CCD

The NOMINAL CAPITAL of.....ANDREW KAY & COMPANY
(CURLING STONES)

..... Limited,

is £....10,000....., divided into.....10,000..... shares of £.....1.....

each.

Signature.....*Andrew Kay*.....

Description.....Director.....

Date.....29th July, 1958.....

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