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THE COMPANIES ACTS 1948 TO 1976

Form No. 41

41

Declaration of compliance with the  
requirements of the Companies Acts 1948 to 1976  
on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

Company number

1363335

\* delete if  
inappropriate

Name of Company

BARLEIGH WELLS

Limited\*

I, Malcolm Roy Chettleburgh

of 140/141, Temple Chambers, Temple Avenue, London, EC4Y 0HE

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

do solemnly and sincerely declare that I am a person named as Secretary of the  
Company in the Statement delivered under Section 21 of the Companies  
Act, 1976 of

BARLEIGH WELLS

Limited\*

and that all the requirements of the Companies Acts 1948 to 1976  
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 Temple Chambers, Temple Avenue,  
London, E.C.4.

the 28th day of March

One thousand nine hundred and seventy-eight

before me (Ivan I Henry)

A Commissioner for Oaths Justice of the Peace (Inner London)

Presentor's name, address and  
reference (if any)

M.R. CHETTLEBURGH LTD  
140/141, Temple Chambers  
Temple Avenue, London,  
E.C.4Y 0HE.

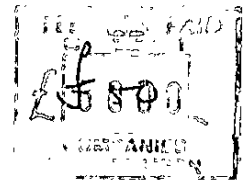
For official use  
General section

Post room

1363335 / 3

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF

BARLEIGH WELLS /



LIMITED

1. The name of the Company is BARLEIGH WELLS 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 business as manufacturers, importers, exporters, wholesalers and retailers in articles of all kinds for commercial, domestic and personal use, commodities, raw materials, foodstuffs and natural produce and to carry on business as butchers, grocers, greengrocers, fishmongers, poultry dealers, florists, horticulturalists, confectioners, tobacconists, ironmongers, radio and television dealers, photographic dealers, dealers in clothing, footwear, soft furnishings, furniture, floor and wall coverings, electrical goods and gifts and to operate all forms of retail shops and to carry on business as proprietors of launderettes, dry cleaners, hairdressing salons, off licences, travel and ticket agents, employment agents, printers, publishers and stationers. 26/4
  - (b) To carry on business as builders, bricklayers, joiners, carpenters, plumbers, heating engineers, ventilation and air conditioning specialists, plasterers, electricians, gas engineers, tilers, shop front fitters; property dealers and developers, builders merchants, sand and gravel dealers, plant hirers, excavation and demolition contractors, scrap and waste dealers, property managers, financiers and finance agents, estate agents and mortgage and insurance brokers.
  - (c) To carry on business as hotel and motel proprietors, cafe and restaurant proprietors, market research specialists, advertising agents, motor engineers, garage proprietors, car dealers, coach operators, car hire and taxi proprietors, haulage contractors, removal contractors and general dealers and agents.

mc/APP

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, 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 interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds whenever considered desirable.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) 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 or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.


- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 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 or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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.

**INDISTINCT ORIGINAL**


Names, Addresses and  
Descriptions of Subscribers

Number of Shares taken  
by each Subscriber

  
Malcolm Roy Chettleburgh,  
140/141 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HE.

One

Company Registration Agent.

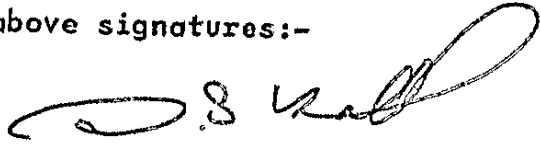
  
Yvonne Jeannette Watkins,  
345 Croxted Road,  
London, SE24 9DB.

One

Company Registration Agent.

Dated the 28th March 1978

Witness to the above signatures:-

  
Robert Kelford,  
5 Artemis Close,  
Gravesend,  
Kent,  
DA12 2QW.

Company Registration Agent.

INDISTINCT ORIGINAL

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

BARLEIGH WELLS

LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 shall apply to this Company.

2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 50 of the Act.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

INDISTINCT ORIGINAL

to such persons at such times and on such terms as they think proper.

#### LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

#### TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

#### PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any 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 any member in person or by proxy. 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, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

## DIRECTORS

8. The Directors of the Company shall not be more than seven. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association. Until the first Directors have been appointed all their powers shall be vested in the Subscribers to the Memorandum of Association or their descendants in title.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

## SECRETARY

11. The first Secretary of the Company shall be Malcolm Roy Chettleburgh.

## BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## ALTERNATE DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

INDISTINCT ORIGINAL

alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

#### INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" 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.

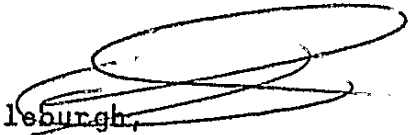
#### DISQUALIFICATION OF DIRECTORS

15. 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 Section 182 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

INDISTINCT ORIGINAL

Names, Addresses and Descriptions of Subscribers

  
Malcolm Roy Chettleburgh,  
140/141 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HE.


Company Registration Agent.

  
Yvonne Jeannette Watkins,  
345 Croxted Road,  
London, SE24 9DB.

Company Registration Agent.

Dated the 28th March 1978

Witness to the above signatures:-

  
Robert Kelford,  
5 Artemis Close,  
Gravesend,  
Kent,  
DA12 2QW.

Company Registration Agent.

**INDISTINCT ORIGINAL**



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

Name of Company

Company number

1363335

5

BARLEIGH WELLS

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

140/1 Temple Chambers, Temple Avenue, London, E.C.4.

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

M. R. CHETTLEBURGH LIMITED,

140/141 Temple Chambers, Temple Avenue, London, E.C.4Y OHE.  
tele:- 01.353.1441.

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

Presenter's  
reference (if any):

FILED BY:  
M. P. CHETTLEBURGH LIMITED  
140/141 TEMPLE CHAMBERS  
TEMPLE AVENUE  
LONDON E.C.4.  
TEL: 01-353-1441/2

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Yvonne Jeannette Watkins	Business occupation	
Former name(s) (note 3)		Company Registration Agent	
Address (note 4)	345 Croxted Road, London, SE24 9DB.	Nationality	British
		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
M.R. Chettleburgh Ltd, Chettleburgh International Ltd			
I hereby consent to act as director of the company named on page 1			
Signature		Date 28/3/78	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Malcolm Roy Chettleburgh
Former name(s) (note 3)	
Address (notes 4 & 7)	140/141 Temple Chambers, Temple Avenue, London, E.C.4.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 28/3/78

### Important

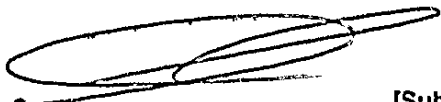
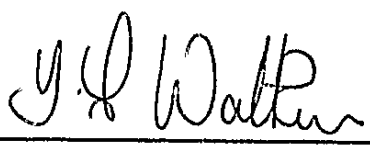
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature		[Subscriber] [Agent]†	Date 28/3/78
Signature		[Subscriber] [Agent]†	Date 28/3/78



## CERTIFICATE OF INCORPORATION

No. 1363335

I hereby certify that

**BARLEIGH WELLS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the **17TH APRIL 1978**

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

# THE COMPANIES ACTS 1948 to 1976

## COMPANY LIMITED BY SHARES

BARLEIGH WELLS LIMITED.

No: 1363335

At an Extraordinary General Meeting of the Members of the Company held at 140/141 Temple Chambers, Temple Avenue, London, E.C.4. on the 17th day of April 1978. the following Resolution was adopted as a Special Resolution.

### SPECIAL RESOLUTION

That the main objects clauses of the Company be changed by the substitution of the following new clauses 3 (a), (b) and (c) of the Memorandum of Association for the existing clauses 3(a), (b) and (c) of the Memorandum of Association.

- (a) To carry on business as financiers, hire purchase and credit sale financiers, money lenders and merchant bankers; to obtain and place loans and advances on mortgages, charges and policies of insurance and to act as advisers and consultants on the obtaining and placing by way of outright loan with interest on mortgage, charge, debenture or other forms of security for persons, firms or companies such finance and monies as might be required for personal business, commercial and industrial trade and international ventures and to enter into contracts in relation to the purchase or leasing of all domestic and household goods, office furniture, machinery and equipment, machinery and plant for commerce and industry, motor vehicles, boats and all articles for private, household, commercial or industrial use.
- (b) To carry on business as consultant specialists in management and administration; to keep books and records and to advise on all matters relating to the administration of assets and funds and to deal in all insurance and pension schemes, investment plans and taxation matters.
- (c) To buy, sell and deal in all kinds of shares, securities, investments, stocks, bonds, debentures, insurance policies, rights, privileges and land and buildings of every kind.

Dated the 17th April 1978.

M. R. Chettleburgh.  
Chairman

16



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION OF  
BARLEIGH WELLS  
LIMITED.**

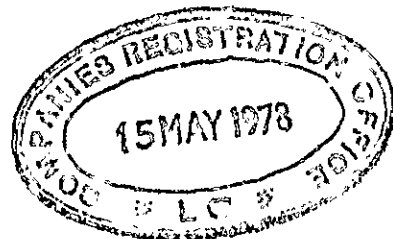
Incorporated on the 17th April 1978

No. 1363335

Filed to comply with the European Communities Act 1972  
following the adoption of new main objects, by the Special  
Resolution dated the 17th April 1978.

PRINTED BY:-

M. R. Chettleburgh Ltd, 140-141 Temple Chambers  
Temple Avenue, London E.C.4Y. OHE.  
Company Registration Agents.



# THE COMPANIES ACTS 1948 to 1976

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION OF

BARLEIGH WELLS

### LIMITED

1. The name of the Company is: BARLEIGH WELLS 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 business as financiers, hire purchase and credit sale financiers, money lenders and merchant bankers; to obtain and place loans and advances on mortgages, charges and policies of insurance and to act as advisers and consultants on the obtaining and placing by way of outright loan with interest on mortgage, charge, debenture or other forms of security for persons, firms or companies such finance and monies as might be required for personal business, commercial and industrial trade and international ventures and to enter into contracts in relation to the purchase or leasing of all domestic and household goods, office furniture, machinery and equipment, machinery and plant for commerce and industry, motor vehicles, boats and all articles for private, household, commercial or industrial use.
  - (b) To carry on business as consultant specialists in management and administration; to keep books and records and to advise on all matters relating to the administration of assets and funds and to deal in all insurance and pension schemes, investment plans and taxation matters.
  - (c) To buy, sell and deal in all kinds of shares, securities, investments, stocks, bonds, debentures, insurance policies, rights, privileges and land and buildings of every kind.

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, 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 interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds whenever considered desirable.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) 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 or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. ~~The~~ liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 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 or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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

Malcolm Roy Chettleburgh,  
140/141 Temple Chambers,  
Temple Avenue,  
London, EC4Y OHE.

One

Company Registration Agent.

Yvonne Jeannette Watkins,  
345 Croxted Road,  
London, SE24 9DB.

One

Company Registration Agent.

Dated the 28th March 1978.

Witness to the above signatures:-

Robert Kelford,  
5 Artemis Close,  
Gravesend,  
Kent,  
DA12 2QW.

Company Registration Agent.

# **THE COMPANIES ACTS 1948 to 1976**

## **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF**

**BARLEIGH WELLS**

### **LIMITED**

#### **PRELIMINARY**

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 shall apply to this Company.

2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

#### **SHARES**

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 50 of the Act.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

#### LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

#### TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

#### PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any 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 any member in person or by proxy. 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, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

## DIRECTORS

8. The Directors of the Company shall not be more than seven. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association. Until the first Directors have been appointed all their powers shall be vested in the Subscribers to the Memorandum of Association or their descendants in title.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

## SECRETARY

11. The first Secretary of the Company shall be Malcolm Roy Chettleburgh.

## BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## ALTERNATE DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

#### INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" 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.

#### DISQUALIFICATION OF DIRECTORS

15. 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 Section 182 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

Names, Addresses and Descriptions of Subscribers

Malcolm Roy Chettleburgh,  
140/141 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HE.

Company Registration Agent.

Yvonne Jeannette Watkins,  
345 Croxted Road,  
London, SE24 9DB.

Company Registration Agent.

Dated the 28th March 1978.

Witness to the above signatures:-

Robert Kelford,  
5 Artemis Close,  
Gravesend,  
Kent,  
DA12 2QW.

Company Registration Agent.

G

COMPANIES FORM No. 325

325

**Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use Company number

[1311]

1363335

Name of company

\* BARLEIGH WELLS LTD

\* Insert full name of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] † kept at:

† delete as appropriate

47 DUKE STREET, ST JAMES'S	
LONDON	
Postcode	SW 1

Signed

*[Signature]*

[Director][Secretary]† Date

18 AUG 1986

For and on behalf of  
Presentor's name address and reference (if any): M & N SECRETARIES LIMITED  
2 DUKE STREET  
LONDON, S.W.1

For official Use  
General Section

Post room

M & N SECRETARIES LIMITED

2 DUKE STREET

LONDON, S.W.1



# G

## COMPANIES FORM No. 353

### Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

# 353

Please do not  
write in  
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[1312]

1363335

Name of company

\* BARLEIGH WELLS LTD

\* insert full name  
of company

† delete as  
appropriate

gives notice that the register of members is [now]† kept at:

47 DUKE STREET, ST JAMES'S  
LONDON

Postcode

SW1

Signed

[Director][Secretary]† Date

18 AUG 1986

For and on behalf of  
M. & N. SECRETARIES LIMITED  
Presenter's name address and  
reference (if any): MN 1206

For official Use  
General Section

Post room



M. & N. SECRETARIES LIMITED

2 DUKE STREET,

LONDON SW1

Number of Company)1363335

The Companies Act 1985

ELECTIVE RESOLUTIONS  
OF BARLEIGH WELLS LIMITED

Passed

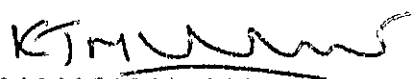
31 December 1991

ELECTIVE RESOLUTIONS

Pursuant to section 381A of the Companies Act 1985 the following Resolutions are hereby passed as Elective Resolutions:

- 1 THAT, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an Annual General Meeting for the current year and all subsequent years.
- 2 THAT, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.
- 3 THAT, pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial years and all subsequent financial years.

Signature .....

  
Chairman/Director/Secretary of the Company

