

DUPLICATE FOR THE FILE.

No. 217380



# Certificate of Incorporation

**I Hereby Certify,**

That the

LOVELL & CHRISTMAS (LIVERPOOL) LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this eighth day of November One Thousand Nine Hundred and twenty-six.

Fees and Deed Stamps £ 34. 5. 0.

Stamp Duty on Capital £ 1800.

*W. J. Gallagher*  
Registrar of Joint Stock Companies.

Certificate received by

*Frederick J. Pugh for Lovell & Christmas & Thomas*  
*21, Dalton Street, Liverpool*

Date 8<sup>th</sup> November 1926

No. of Company 217380

Name of Company Howell & Co. (Liverpool) Limited

THE UNDERMENTIONED DOCUMENTS ARE STORED AWAY FROM  
BUSH HOUSE BUT ARE AVAILABLE FOR INSPECTION ON REQUEST  
WITHOUT PAYMENT OF AN ADDITIONAL FEE. THESE DOCUMENTS  
WILL NOT BE AVAILABLE UNTIL THE WORKING DAY FOLLOWING  
THE APPLICATION.

# ANNUAL RETURN

| Vol. No. | Serial No. | Year | Vol. No. | Serial No. | Year | Vol. No. | Serial No. | Year |
|----------|------------|------|----------|------------|------|----------|------------|------|
| 1        | 10         | 1927 |          |            |      |          |            |      |
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## Return of Allotments

| Vol. No. | Serial No. | Year |
|----------|------------|------|
| 1        | 9          | 1926 |

Number of }  
Certificate }

217380 / 1

[Form No. 41.]

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



A  
Companies  
Registration  
Fee Stamp  
of 5s.  
should be  
impressed  
here.

WITH THE

REQUIREMENTS OF THE COMPANIES  
(CONSOLIDATION) ACT, 1908,

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)  
Act, 1908, on behalf of a Company proposed to be Registered as

*Lowell & Christmas (Liverpool)*

LIMITED.

(See Page 2 of this Form.)

REGISTERED  
234233  
8 NOV 1926

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

*Lowell White & Son*

*5, Farringdon Street, E.C. 4.*

*4/2/26*

I Charles Francis King  
of 5 Thavies Inn, Holborn Circus  
London E.C.1

\*Here insert--  
"A Solicitor  
of the High  
Court en-  
gaged in the  
formation of"  
or "A person  
named in the  
Articles of  
Association  
as a  
Director (or  
Secretary)  
of."

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

Do solemnly and sincerely Declare that I am\* A Solicitor  
of the High Court engaged in the  
formation of:-

Lovell & Christmas (Shippool)

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,  
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.

W. C. J. King Sworn before me at Thavies Inn, Holborn, London, E.C.1, on the 3rd day of November, 1921.  
Declared at Thavies Inn, Holborn, London, E.C.1, on the 3rd day of November, 1921.  
W. C. J. King of London

the 3rd day of November,  
One thousand nine hundred and twenty one,  
before me,

W. C. J. King

A Commissioner for Oaths.

C. F. King

Lovell & White & King  
 5 Harrisburg, Pa.  
 1894

# THE NOMINAL CAPITAL

OF

*Snell & Christinas*

*(Liverpool)*

LIMITED,

is *One hundred and eighty thousand* Pounds,  
divided into *One hundred and eighty thousand* Shares  
of *One Pound* each.

Signature *William George Lovell*

Description *Director*

Dated the *3rd* day  
of *November* 19*26*

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

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



217380/3

REGISTERED  
234235

THE COMPANIES ACTS, 1908 to 1927. NOV 1926

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

LOVELL & CHRISTMAS (LIVERPOOL)  
LIMITED.

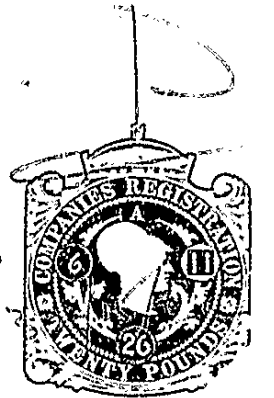
1.—The name of the Company is "LOVELL & CHRISTMAS  
(LIVERPOOL) LIMITED."

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 the business of provision merchants and  
importers, commission agents and factors in all their  
respective branches, and to purchase and acquire and carry  
on the Liverpool branch of the business of Lovell  
& Christmas, Limited, and all or any of the assets and  
liabilities of the proprietors of the said branch in connection  
therewith, and with a view thereto enter ☒ into and carry  
into effect, with or without modification, an agreement with  
Lovell & Christmas, Limited, in the terms of the draft  
which has, for the purpose of identification, been signed by  
the signatories to this Memorandum.

(B) To carry on the business of importers, exporters, manu-  
facturers of and dealers in all dairy products, food of every  
description, and live and dead stock, farmers, ice merchants,  
tobacco and cigar merchants, shipowners charterers of  
vessels, cold storage providers, carriers, foreign and colonial  
and general agents, dock owners, wharfingers and  
warehousemen.



(c) To carry on any branch or subsidiary businesses commonly carried on in connection with all or any of the aforesaid businesses.

(d) To acquire and deal with the property following:—

- (1) The business property and liabilities of any company, firm or person carrying on any business within the objects of this Company.
- (2) Lands, buildings, easements or other interests in real estate.
- (3) Plant, machinery, personal estate and effects.
- (4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
- (5) Shares or stock or securities in or of any company or undertaking the acquisition of which may promote or advance the interests of this Company.

(e) To perform or do all or any of the following operations, acts, or things:—

- (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
- (3) To erect buildings, plant and machinery for the purposes of the Company.
- (4) To grant licences to use patents or secret processes of the Company.
- (5) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
- (6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (7) To borrow money or receive money on deposit, either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or all or any of the assets of the Company including uncalled capital.
- (8) To lend money with or without security, and to invest money of the Company in such manner other than in the shares of this Company as the Directors think fit.



- (9) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation with any other company, firm or person carrying on or about to carry on any business within the objects of this Company.
- (10) To promote companies.
- (11) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company, or for other consideration.
- (12) To provide for the welfare of persons employed or formerly employed by the Company, or any predecessors in business of the Company, and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
- (13) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
- (14) To distribute in specie assets of the Company properly distributable amongst the members.
- (15) To cause the Company to be registered or recognised in any foreign country or place.
- (f) To do all or any of the things hereinbefore authorised, either alone or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents.
- (g) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4.—The liability of the members is limited.

5.—The share capital of the Company is £180,000, divided into 180,000 shares of £1 each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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. |
|---|--|
| <i>William George Lovell</i><br><i>144 Dulce Hill, S.W. 2.</i><br><i>Provision Merchant.</i>            | <i>One.</i>                                |
| <i>George Vallance Wael</i><br><i>Riverside House</i><br><i>West Kirby</i><br><i>Provision Merchant</i> | <i>one</i>                                 |

Dated the *3<sup>rd</sup>* day of *November* 1926.

Witness to the above Signatures:—

*William Reginald Matthews.*  
*12, Frankby Avenue,*  
*Wallasey, Cheshire*  
*Company Secretary.*



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THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

LOVELL & CHRISTMAS (LIVERPOOL)  
LIMITED.

REGISTERED

234233

8 NOV 1926

PRELIMINARY.

1.—The Company is registered as a private Company, and accordingly—

- (A) The right to transfer shares is restricted in manner hereinafter provided.
- (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty : Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single person.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

2.—Table A, in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to this Company.

3.—In these Articles, unless the context otherwise requires, expressions defined in the Companies (Consolidation) Act, 1908, or any statutory modification thereof in force at the date at which these Articles become binding on the Company, shall have the meanings so

defined; and words importing the singular shall include the plural, and *vice versa*, and words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

### BUSINESS.

4.—The Company shall forthwith enter into the agreement mentioned in Clause 3 of the Memorandum of Association with such modifications (if any) as the Directors shall approve, whether before or after the execution thereof.

It is hereby expressly declared that the validity of the said agreement or of any modification thereof shall not be impeached on the ground that the Vendors as promoters or otherwise stand in a fiduciary relation to the Company.

### SHARES.

5.—Subject to any special rights for the time being attached to any existing shares in the Company, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions or conditions, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by Extraordinary Resolution determine.

6.—If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

7.—Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and

delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

8.—If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity as the Directors think fit.

#### LIEN.

9.—The Company shall have a lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

10.—The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

11.—The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### CALLS ON SHARES.

12.—The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and each

member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares.

13.—The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

14.—If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of £7. 10s. 0d. per cent. per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.

15.—The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

16.—The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

17.—The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding without the sanction of the Company in General Meeting, £10 per cent. per annum) as may be agreed upon between the member paying the sum in advance and the Directors.

#### TRANSFER AND TRANSMISSION.

18.—Subject to the provisions hereinafter contained, shares in the Company shall be transferable by written instrument in the common form signed both by transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19.—The Directors may decline to register any transfer of shares to a person of whom they do not approve not being already a member of the Company and may also decline to register any transfer of shares on which the Company has a lien. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless :—

- (A) A fee not exceeding five shillings is paid to the Company in respect thereof, and
- (B) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

20.—The executors or administrators of a deceased sole holder of a share shall be the only persons recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognised by the Company as having any title to the share.

21.—Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall upon such evidence being produced as may from time to time be required by the Directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

22.—A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

23.—Except as hereinafter provided, no shares in the Company

shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

24.—Every member or other person referred to in Clause 21 hereof who intends to transfer shares (hereinafter called the Vendor) shall give notice in writing to the Board of his intention. That notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the Company at a price which shall in each year immediately after the Annual General Meeting of the Company be fixed by the Auditor of the Company as the fair value thereof unless some other price shall be agreed upon between the Vendor and the Board.

25.—Upon receipt of the said notice the Board shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so what maximum number of the said shares.

26.—At the expiration of the said twenty-one days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be *pro rata* according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers, and if he make default in so doing the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the said shares purchased by him.

27.—In the event of the whole of the said shares not being sold under Article 24 the vendor may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not so sold to any person, subject to Article 19, and at any price.

28.—Articles 23, 24, 25, 26 and 27 hereof shall not apply to a transfer merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by executors or administrators to a legatee under the will of, or to the husband, wife or next of kin of



a deceased member, nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer *bona fide* falls within one of these exceptions.

#### FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS.

29.—If a member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

30.—The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

31.—If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

32.—A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

33.—A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the shares.

34.—The holders for the time being of four-fifths of the issued shares in the Company shall be entitled at any time to purchase ex dividend all or any of the shares held by any other member of

the Company at the price fixed in pursuance of Article 24, and upon the tender of that price by the holders of four-fifths of the issued shares to any other member for the shares held by him that member shall execute transfers of the shares to the members by whom the tender is made or their nominees in such shares and proportions as they shall direct. If the member to whom the tender is made neglect or refuse to accept the sum tendered or to execute transfers of the shares the Company may, on proof of his neglect or refusal, accept and give a good discharge for the money tendered on behalf of the member to whom the same shall have been tendered and register the members by whom the tender was made, or their nominees, as owners of the said shares.

35.—A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited or expropriated on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration, and the receipt of the Company for the consideration, if any, given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or expropriation, sale or disposal of the share.

36.—The provisions of these Articles as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### ALTERATION OF CAPITAL.

37.—The Directors may, with the sanction of an extraordinary resolution of the Company, increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.

38.—Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of

the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The 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 that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

39.—The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, expropriation, and otherwise as the shares in the original share capital.

40.—The Company may by special resolution—

- (A) Consolidate and divide its share capital into shares of larger amount than its existing shares.
- (B) By subdivision of its existing shares, or any of them, divide the whole, or any part, of its share capital, into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of paragraph (D) of Subsection 1 of the Companies (Consolidation) Act, 1908, Section 41.
- (C) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- (D) Reduce its share capital in any manner and with, and subject to, any incident authorised, and consent required, by law.

#### GENERAL MEETINGS.

41.—The Statutory General Meeting of the Company shall be held within the period required by the Companies (Consolidation) Act, 1908, Section 65.

42.—A General Meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last

preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time in the month following that in which the anniversary of the Company's incorporation occurs, and at such place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

43.—The above-mentioned General Meetings shall be called Ordinary Meetings ; all other General Meetings shall be called Extraordinary.

44.—The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Companies (Consolidation) Act, 1908, Section 66. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any member of the Company may convene an Extraordinary General Meeting, in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### PROCEEDINGS AT GENERAL MEETINGS.

45.—Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Company ; but the nonreceipt of the notice by any member shall not invalidate the proceedings at any General Meeting, and with the consent of all the members for the time being entitled to receive notices of meetings a meeting may be convened upon a shorter notice and in such manner as such members may approve.

46 —All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary

report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

47.—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 herein otherwise provided, three members personally present shall be a quorum.

48.—If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand dissolved.

49.—The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

50.—If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the members present shall choose some one of their number to be Chairman.

51.—The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

52.—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 one member, and, unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number

or proportion of the votes recorded in favour of, or against, that resolution.

53.—If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

54.—In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

55.—A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

56.—Any ordinary resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of all the Directors and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a General Meeting of the Company.

#### VOTES OF MEMBERS.

57.—On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

58.—In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

59.—A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis*, or other person in the nature of a committee or *curator bonis* appointed by that Court, and any such committee, *curator bonis*, or other person may, on a poll, vote by proxy.

60.—No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

61.—On a poll votes may be given either personally or by proxy.

62.—The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

63.—The instrument appointing the proxy and a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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

“ LOVELL & CHRISTMAS (LIVERPOOL) LIMITED.

“ I,

“ of being a member

“ of LOVELL & CHRISTMAS (LIVERPOOL) LIMITED,

“ hereby appoint

“ of , as my proxy

“ to vote for me and on my behalf at the Ordinary (or

“ Extraordinary, as the case may be) General Meeting

“ of the Company to be held on the day of

“ , and at any adjournment thereof.

“ Signed this day of ”

DIRECTORS.

65.—The first Directors of the Company shall be appointed by the subscribers hereto, or by a majority of them, by an instrument in writing under their hands.

66.—Unless otherwise determined by a General Meeting, the number of Directors shall not be less than three nor more than nine.

67.—The remuneration of each of the Directors shall be such (if any) as shall from time to time be determined by the Company in General Meeting.

68.—The qualification of a Director shall be the holding of at least one share in the Company, and it shall be his duty to comply with the provisions of the Companies (Consolidation) Act 1908, Section 73.

#### POWERS AND DUTIES OF DIRECTORS.

69.—The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not, by the Companies (Consolidation) Act, 1908, or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles and of the said Act, and the exercise of such powers shall be subject also to the control of any General Meeting of the Company (specially convened for the purpose) but no resolution of the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been passed.

70.—The Directors may from time to time appoint Managing Directors or Managers for such term and at such remuneration (whether by way of salary, or commission, or participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation of retirement of Directors; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a Director, or if the Company in General Meeting shall resolve that his tenure of the office of Managing Director or Manager be determined.

71.—The Directors shall duly comply with the provisions of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being in force, and in particular with the



provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company, or created by it, and to keeping a register of the Directors, and to sending to the Registrar of Companies an annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital, or conversion of shares into stock, and copies of special and extraordinary resolutions, and a copy of the register of Directors and notifications of any changes therein.

72.—The Directors shall cause minutes to be made in books provided for the purpose—

- (A) Of all appointments of officers made by the Directors.
- (B) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

#### DISQUALIFICATION OF DIRECTORS.

73.—The office of Director shall be vacated if the Director—

- (A) Cease to be a Director by virtue of the Companies (Consolidation) Act, 1908, Section 73, or
- (B) Become bankrupt, or
- (C) Is found lunatic or becomes of unsound mind, or
- (D) By notice in writing given to the Company resigns his office.

73(a) Any Director, or any company or firm of which a Director is a member, may enter into contracts with the Company, and any Director may vote as Director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract; provided always that he must disclose his interest to his co-Directors before the contract is entered into by the Directors, and if all the Directors be interested in the contract the contract must be entered into by the Company in General Meeting, and before the contract is entered into the Directors must disclose their interest to the meeting. This proviso does not apply to the contract mentioned in Article 4.

73(e) A Director may hold any other office or place of profit under the

Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall arrange.

### ROTATION OF DIRECTORS.

74.—At the first Ordinary Meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the nearest number to one-third, shall retire from office.

75.—The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

76.—A retiring Director shall be eligible for re-election.

77.—The Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

78.—If at any meeting at which an election of Directors ought to take place the places of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the vacating Directors are not filled up, the vacating Directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.

79.—Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

80.—The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meeting as an additional Director.

81.—The Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

### PROCEEDINGS OF DIRECTORS.

82.—The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

83.—The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

84.—The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

85.—The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office: but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

86.—The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

87.—A committee may elect a Chairman of their meetings; if no

such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

88.—A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

89.—All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

90.—A resolution determined on without any meeting of Directors, and evidenced by writing under the hands of all the Directors, or of all the members of a committee, or of a sole member of a committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee.

#### DIVIDENDS AND RESERVE.

91.—The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

92.—The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

93.—No dividend shall be paid otherwise than out of profits.

94.—Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this Article as paid on the share.

95.—The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied. and pending such application may, at the like discretion, either be employed in the business of the Company or be vested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

96.—If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend payable on the share.

97.—No dividend shall bear interest against the Company.

98.—The Company in General Meeting may from time to time resolve that it is desirable to capitalize all or any part of the profits of the Company including the amounts carried to the reserve fund upon any revaluation of any assets of the Company, and accordingly that the same be set free for distribution free of income tax among the members in accordance with their rights, and that the same be not paid in cash but be applied in payment in full or in part of shares in the Company, and that the said shares be distributed among the members in accordance with their rights. When such a resolution as aforesaid shall have been passed on any occasion, the Directors may allot and issue the shares therein referred to credited as fully or partly paid up as the case may be to the members according to their rights, with full power to make such provision for fractions by the issue of fractional certificates or otherwise as they think expedient. The Directors may authorise any person on behalf of the members entitled to receive an allotment to enter into an agreement with the Company providing for the allotment to them of the said shares credited as fully or partly paid up, and any agreement made under that authority shall be effective.

## ACCOUNTS.

99.—The Directors shall cause true accounts to be kept—

(a) Of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and

(b) Of the assets and liabilities of the Company.

100.—The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

101.—The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

102.—Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting.

103.—A balance sheet shall be made out in every year and laid before the Company in General Meeting made up to a date not more than six months before such meeting. The balance sheet shall be accompanied by a report of the Directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to a reserve fund.

#### AUDIT.

104.—Auditors shall be appointed and their duties regulated in accordance with the Companies (Consolidation) Act, 1908, Sections 112 and 113, or any statutory modification thereof for the time being in force.

105.—A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

106.—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 and displayed in the registered office of the Company shall be deemed to be duly given to him on the day on which it is so displayed.

107.—A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

108.—A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, in the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

109.—Notice of every General Meeting shall be given in some manner hereinbefore authorised to (a) every member of the Company except those members who (having no registered address in the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of General Meetings.

110.—A meeting to confirm a special resolution may be called contingently on the resolution having been passed at a previous meeting, and both meetings may be convened by one notice.

#### INDEMNITY.

111.—The Directors, Auditors, Secretary, and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company, and every of them, and every of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges.

losses, damages, and expenses which they or any of them, their or any of their, heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in, or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects, or defaults of the other or others of them, or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune, or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

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*William George Lovell*  
*144 Tulse Hill, S.W. 2.*  
*Provision Merchant.*  
*George Vallance Wreel,*  
*Riverside House,*  
*West Kirby*  
*Provision Merchant.*

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Dated the *9<sup>th</sup>* day of *November* 1926.

Witness to the above Signatures—

*W. R. Matthews.*  
*Company Secretary.*  
*12, Frankby Avenue,*  
*Wallasey, Cheshire.*