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576257

Form No. 41.

THE COMPANIES ACT 1948.



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

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

A. C. MACKINLAY
LIMITED.

by

H. C. TREBY & CO.,

29/30, HIGH HOLBORN,

LONDON, W. C. 1.

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Canover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 3;
30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Number of)
Company)

576257/2

Form No. 25.

THE STAMP ACT 1891.

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



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

A. C. MACKINLAY

LIMITED.

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

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

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

Presented by

H. C. TREBY & CO.,

29/30, HIGH HOLEBORN, LONDON, W. C. 1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 5, Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Dorn Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

_____ **A. C. MACKINLAY** _____ *Limited,*

is £.600 _____, divided into:

_____ **600** _____ Shares of _____ **One Pound** _____ *each*

_____ Shares of _____ *each*

*Signature _____ *A. C. Mackinlay*

Description _____ **DIRECTOR.**

Dated the _____ **18th** _____ day of _____ **DECEMBER** _____ **195 6**

**This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

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

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

A. C. MACKINLAY LIMITED.

Memorandum

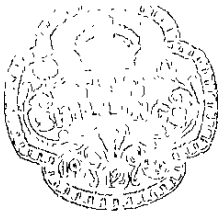
— AND —

Articles of Association

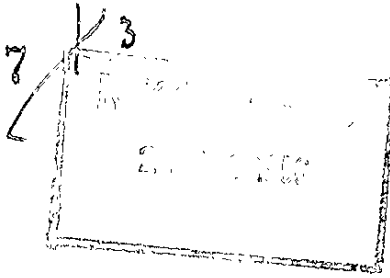
Incorporated the day of , 195 .

Certificate No.

H. C. TREBY & Co.,
29 & 30, High Holborn,
London, W.C.1.



576257



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

A. C. MACKINLAY LIMITED.

1. The name of the Company is "A. C. MACKINLAY 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 trades or businesses of builders, bricklayers, stone masons, house breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, french polishers, paper hangers, sanitary engineers, plumbers, joiners, carpenters, undertakers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning-conductor erectors and maintainers, garage proprietors, carriers, cartage contractors, corn dealers and provision dealers in all their respective branches.
 - (b) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kinds.
 - (c) To carry on any other manufacture, business or trade which can or may be advantageously carried on in conjunction with the before mentioned trades or businesses or which may be calculated directly or indirectly to enhance the value of the Company's undertaking or property and for the above purposes to acquire by any means and carry on any existing business as a going concern.



- (d) To purchase, hire, lease, take in exchange or on partition or otherwise acquire, construct, lay out, improve, erect, demolish and reconstruct, work, maintain, farm and develop any lands, factories, offices, shops, halls or places of recreation or other buildings, sports grounds, railways, wharves, docks, mines, minerals, roads, sewers, waterways or other easements or any rights or interests in relation thereto or any plant, machinery, stock-in-trade or any other real or personal property of any kind whatsoever or to co-operate with any other person or persons, firm or company in any of the matters aforesaid.
- (e) To purchase, apply for, or otherwise acquire, maintain, renew any patent or patent rights, licences, copyright options or other exclusive rights in relation to any invention or other work in any country whatsoever and/or to develop, finance and otherwise exploit the same and to expend moneys of the Company in testing, experimenting upon, or improving any such invention or work.
- (f) To purchase or otherwise acquire for cash, shares, debentures, or such other consideration as the Company may deem fit in any business or businesses which the Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.
- (g) To enter into agreements by way of amalgamation, partnership, sharing of profits or as to scope or area of operations restricting competition or mutual assistance or otherwise with any person, firm, company or group of persons, firms or companies carrying on or interested in any businesses hereby authorised or having objects wholly or in part similar to those of the Company.
- (h) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and/or any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock, debentures or debenture stock or other securities or obligations of any other company or otherwise

- (i) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking or all or any of the assets of the Company including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.
- (j) To draw, accept, indorse, make, discount and negotiate bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
- (k) To pay for any property acquired by or services rendered to the Company by the issue either as fully or partly paid up of shares (whether with preferential ordinary or deferred rights or otherwise), stock, debentures or debenture stock of the Company.
- (l) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
- (m) To lend money or give credit to any persons, firms, companies or corporations including customers and others and to enter into and give guarantees for the due performance by any persons, firms, companies or corporations of his or their obligations and in either case with or without security.
- (n) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or license or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature, government or other authority of any British dominion, colony or dependency or any foreign country, or to oppose any Act, Charter, Order or proceeding which the Company may deem prejudicial to its interests.
- (o) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any company or corporation having objects similar or ancillary to the objects of the Company, or to promote, float or finance any such company or corporation or to join with others in so doing.
- (p) To apply for or accept from any government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same

or to agree to any modifications thereof from time to time.

- (q) To act as or to employ agents, trustees or brokers.
- (r) To distribute among the Members of the Company any of the assets of the Company or any shares, stocks or securities or property of which the Company shall have power to dispose.
- (s) To pay any person or company for services rendered in disposing of any shares, stocks or debentures and to pay any expenses incurred in or incidental to the promotion, formation or incorporation of the Company and to procure the Company to be registered or recognised in any other country or place either within the British Empire or elsewhere.
- (t) To make donations to such persons and to subscribe to and support all such associations as the Directors may decide to be calculated to benefit the Company or its trade or business or to benefit past, present or future employees of the Company or their dependants or connections; and to provide pensions and sick benefits and allowances for past and present employees of the Company and their dependants or connections and to do all things mentioned in the proviso to the Companies Act, 1948, Section 54, Sub-section 1.
- (u) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
- (v) The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the Members is limited.

5. The share capital of the Company is £600, divided into 600 shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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>George William Alfred Maclean 117 Chancery Lane, Woodside St London N. 12. Builder</i>	<i>one.</i>
<i>Jan Maclean. 12, Northden, Edgware Middlesex. Builder</i>	<i>one</i>

DATED this 18th day of December, 1956.

WITNESS to the above signatures:—

H. Melby,

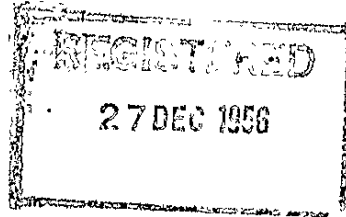
29/30, High Holborn.

b.b.1.

Accountant.



576257 /k



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

A. C. MACKINLAY LIMITED.

PRELIMINARY.

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company, viz.: Clauses 75, 76, 77, 79, 84 (2), 84 (4), 89, 90, 91, 92, 94 and 108 of Part I thereof and Clause 3 of Part II thereof.
2. The Company is a Private Company within Section 28 of the Act.
3. Subject to the provisions of the next succeeding Article as regards new shares created on an increase of capital, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they think most beneficial to the Company.
4. Subject to any direction to the contrary that may be given by the Company in General Meeting, all shares (other than the shares in the original capital of the Company) which it is determined to issue shall in the first instance be offered to the Members in

proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

5. The original share capital of the Company shall be £600, divided into 600 shares of £1 each.

6. The lien conferred by Clause 11 of Part I of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. Clause 11 of Part I of Table A shall be varied accordingly.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES.

7. (1) A share may be transferred by a Member or other person entitled to transfer to any Member selected by the transferor; but save as provided by Sub-clauses (4) or (6) hereof, no share shall be transferred to a person who is not a Member so long as any other Member is willing to purchase the same at a fair value.

(2) Except where the transfer is made pursuant to Sub-clauses (4) or (6) hereof, the person desiring to transfer any share or shares (hereinafter called "the proposed transferor") shall give written notice (hereinafter called "a transfer notice") to the Company of such desire. A transfer notice shall constitute the Company agent of the proposing transferor for the sale of the share or shares to any one or more Members of the Company willing to purchase the same (hereinafter called "the purchasing Member") at the price stated in the notice, or if no price is stated, then at a fair value to be certified in writing by the Company's Auditor, acting as an expert and not as an arbitrator.

(3) If the Company shall find one or more purchasing Members within twenty-eight days after being served with a transfer notice and shall inform the proposing transferor thereof, the latter shall, upon payment of the price or fair value in accordance with Sub-clause (2) hereof, be bound to transfer the share or shares to such purchasing Members.

(4) If the Company shall not, within twenty-eight days of being served with a transfer notice, find a purchasing Member and inform the proposing transferor thereof the latter shall at any time within three months thereafter be at liberty, subject to Sub-clause 7 hereof, to sell and transfer the shares (or such of them as are not placed) to any person and at any price.

(5) Shares specified in any transfer notice shall be offered in rotation to the Members whose names are entered in a register of applicants for such shares which shall be kept by the Company and if there are no such applicants then to such Members as the Directors shall think fit.

(6) Notwithstanding the foregoing provisions, any share (whether or not it is a fully paid share) may be transferred by a Member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such Member, and any share of a deceased Member may be transferred by his executors or administrators to any of the aforementioned relatives of such Member who may be entitled to such share under the deceased Member's Will or intestacy and shares standing in the names of the trustees of the Will of any deceased Member may be transferred to the trustees for the time being of such Will upon an appointment of new trustees being made. The restrictions contained in Clause 7 (1) hereof shall not apply to any transfer authorised by this clause.

8. The Directors may refuse to register any transfer of a share—

- (a) where the Company has a lien on the share; or
- (b) where the Directors are of opinion that it is undesirable to admit the proposed transferee to membership.

But this provision shall not apply where the proposed transferee is already a Member nor to a transfer made pursuant to Sub-clause (6) hereof.

VOTES OF MEMBERS.

9. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members entitled to vote and Clause 58 of Table A shall be modified accordingly.

10. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote in respect of each Ordinary Share held by him and one vote in respect of each Preference Share held by him.

DIRECTORS.

11. The number of Directors of the Company shall not be more than five. And the following persons shall be permanent Directors of the Company, namely: George William Alfred Mackinlay and Ian Mackinlay. Any permanent Director shall be entitled to hold such office so long as he shall live and shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors: Provided always that his appointment as permanent Director shall be automatically determined if he cease from any cause to be a Director or to hold at least one-quarter of the issued share capital of the Company. Accordingly, Regulations 77, 89 and 90 of Table A shall not apply to any permanent Director.

12. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, but not permanent Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

13. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

14. A Director, notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested, or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

15. A Director may hold any other office or place of profit in the Company except that of Auditor or, in the case of a sole Director, that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84 (3) of Part I of Table A.

16. The Directors shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine, and the Directors have the power to vote any salary in arrear at a Directors' Meeting.

BORROWING POWERS.

17. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money to any

amount for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS.

18. (A) Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved, whether or not he is a member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director, shall be entitled to notice of meetings of Directors, and in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall *ipso facto* vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this clause shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(B) Any member of the Board appointed as an alternate Director shall at any meetings of Directors which he attends while he holds office as an alternate Director be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(c) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

19. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clauses 110 and 111 of Part I of Table A shall apply to every such appointment.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

George William Alfred Mackintosh
 117 Chancery Lane
 Woodside Park London N.12
 Builder

Jan Mackintosh
 12. North. Elm. Edgware
 Middlesex. Quilter.

DATED this 18th day of December, 1956..

WITNESS to the above signatures:—

[Signature]
 29/30. High Holborn
 W.C.1.
 Accountant.

DUPLICATE FOR THE FILE

No. 576257



Certificate of Incorporation

I Hereby Certify That

.....
A. G. HACKINDAY LIMITED
.....
.....

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

Given under my hand at London this Twenty-seventh day of December One Thousand Nine Hundred and Fifty six.

L. R. [Signature]
Registrar of Companies

Certificate received by

Chas [Signature]
} H. C. Inley *Ch. 29/12* Hugh Kellin

Date December 28/56

8

THE COMPANIES ACT 1985

00576257

ELECTIVE RESOLUTION OF

A.G. MACKINLAY LIMITED

We, the undersigned, IAN MACKINLAY and JANINE LYNDA MACKINLAY
being all the members for the time being of the above-named company
entitled to receive notice of and attend and vote at General Meetings
HEREBY PASS the following resolution as an Elective Resolution:

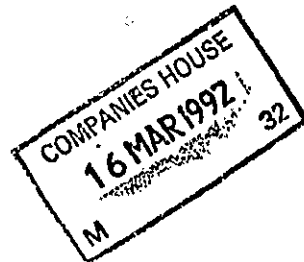
IT IS RESOLVED:

THAT in accordance with Section 366A of the Companies Act 1985
the company elects to dispense with the holding of annual general
meetings.

Dated: 10th March 1992

Signed: *I. Mackinlay*
(I. Mackinlay)

J. Mackinlay
(J. Mackinlay)



THE COMPANIES ACT 1985

576257

ELECTIVE RESOLUTIONS OF

A.C. MACKINLAY LIMITED

We, the undersigned, IAN MACKINLAY and JANINE LYNDA MACKINLAY being all the members for the time being entitled to receive notice of and attend and vote at General Meetings HEREBY PASS the following resolutions as Elective Resolutions:

IT IS RESOLVED

- a) THAT in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the company in general meeting in respect of the year ending 31st December 1993 and subsequent years.
- b) THAT in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.

Dated this 20th day of April 1993

Signed *I. Mackinlay*
.....
(I. Mackinlay)

... *J. L. Mackinlay* ...
.....
(J. L. Mackinlay)

