

228430 / 1

Number of }  
Certificate } .....

Form No. 41.

# THE COMPANIES ACTS 1908 to 1917.



A 5s.  
Companies'  
Registration  
Fee Stamp  
to be  
impressed  
here.

DECLARATION of Compliance with the requirements of the Companies  
(Consolidation) Act 1908, on behalf of a Company proposed to be  
registered as.....

ELVIRA SANSON

LIMITED.

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

207113  
29 FEB 1928

I, GEORGE HILL SCOBIE

of Dunglass, Bearsden, by Glasgow.

(a) Here Insert:  
"A Solicitor of  
the High Court  
engaged in the  
formation."  
or  
"A Director' or  
Secretary named  
in the Articles of  
Association."

Do solemnly and sincerely declare that I am (\*) a Director named  
in the Articles of Association

*and ref.*

of

ELVIRA SANSON LIMITED

~~Limited~~, and that all and every 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."

Declared at Glasgow

the 23rd day of February

One thousand nine hundred and twenty eight

*OK in Scotland*

Before me,

*Richard W. Self. JP City of Glasgow*

Number of }  
Certificate }

228430/2

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital

OF

ELVIRA SANSON

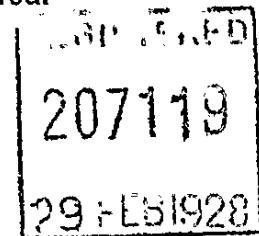
LIMITED.

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

*NOTE.—The Stamp Duty on the Nominal Capital is One Pound 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 for filing by



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria St., S.W.1, 15 Hanover St., W.1, 19 & 21 North John St., Liverpool, and 66 St. Vincent St., Glasgow,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

ELVIRA SANSON, Limited,

is £ 2,500, divided into Two thousand five hundred

Shares of One pound each.

Signature *Elvira Sanson*

Officer Director.

Dated the twenty-third day of

February 1928.

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



228430



THE COMPANIES ACTS, 1908 TO 1917.

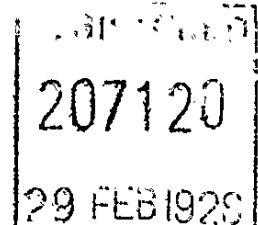
COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

# ELVIRA SANSON, Limited.

- I. The name of the Company is, " ELVIRA SANSON, LIMITED."
- II. The Registered Office of the Company will be situate in England.
- III. The Objects for which the Company is established are :—
  - (1) To carry on in the United Kingdom and elsewhere, either wholesale or retail, for cash or on credit, the business of General Merchants, Importers, Exporters and Manufacturers of all manner of fancy goods, oriental ware, articles of dress, personal and household use and adornment, and motor cars, motor cycles, bicycles and all accessories therefor, including particularly, but without prejudice to the foregoing generality, carpets, tapestries, brass ware, ivories, glass and china ware, crystal, jewellery, gold, silver and plated goods, pictures, ornaments, toys, stationery, literature, ironmongery, hardware, wireless telegraphy instruments, gramophones and accessories, perfumery, confectionery, spices and fruit.
  - (2) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or conducive to the attainment of the objects of the Company; and in particular (but without prejudice to this generality) in aid of and for the purposes of the Company :—
  - (3) To acquire and take over or to establish or promote or concur in establishing or promoting any other company (including therein any partnership or corporation) whose objects shall be in whole or in part similar to the objects of the Company, or shall include the acquisition and taking over of the whole or any part of the business, property and liabilities of any person (including therein any partnership or



corporation) carrying on any business which the Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of the Company.

- (4) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (5) To purchase, feu, lease, hire, register, or otherwise acquire any heritable or moveable property, patents, licences, trade marks, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, patents, licences, rights or privileges so acquired; and for the purposes aforesaid to make or employ or assist other persons to make any experiments, researches or investigations that may be necessary or advisable.
- (6) To pay for any property, business, undertaking or rights, heritable or moveable, real or personal, or services acquired by or rendered to the Company, either in cash or in shares or stock, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by debentures or debenture stock, with or without a charge upon the property of the Company (including uncalled capital) or any part thereof or partly in one way and partly in the others, or any of the others, all on such terms as the Company may think fit.
- (7) To borrow or raise money and to secure the payment thereof by *ex facie* absolute conveyance, or by cash credit bond, or by bond and disposition or assignation in security, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way, and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital.
- (8) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents.
- (9) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependents of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies, or funds, and to subscribe or guarantee money for any exhibition or for any public, general or useful object.
- (10) To lend money on any terms that may be thought fit, and particularly to customers or other persons having dealings with the Company; and to intrust the whole or any part of the property and undertaking of the Company to any other company, person, or corporation, to be held by the same upon trust or on agency for this Company.

- (11) To invest any moneys of the Company not immediately required for the purposes of its business in such investments or securities as may be thought expedient.
- (12) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any persons (including therein any partnership or corporation) engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect.
- (13) To amalgamate with any other company or companies.
- (14) To sell or dispose of the whole properties and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not.
- (15) To distribute any of the property of the Company among the members in specie.
- (16) To apply for and obtain any Act of Parliament, or other sufficient authority, for enabling the Company to carry any of its objects into effect, or for effecting the re-construction of the Company, or for any modification of the Company's constitution, or for any other purpose that may be, or seem to be, conducive to any of the objects of the Company, including power to apply for, and obtain, any modification or extension of this Memorandum of Association; and to oppose or contribute towards the expense of opposing any proceedings in Parliament which may seem directly or indirectly to affect the Company's interests.
- (17) To pay all the expenses of, and preliminary to, and incidental to the promotion, formation, establishment, and registration of the Company, or of any other company promoted, formed, established, or registered by the Company, and all brokerage, discount, and other expenses, which may be deemed expedient for placing all, or any, of the shares or debentures or other obligations of the Company or of any company so promoted, formed, established, or registered by it.

IV. The liability of the members is limited. ✓

V. The Share Capital of the Company is £2,500 divided into 2,500 shares of £1 each, with power to the Company at any time to divide shares into different classes or to consolidate different classes of shares.

We, the several persons whose names, addresses and designations 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 Christie, Esq.</i><br><i>1, Langside, Glasgow.</i><br><i>by himself</i>        | <i>1000</i>                                |
| <i>Elizabeth Forrester Newton</i><br><i>23 Queen's Park, Glasgow</i><br><i>Edinburgh (Widow)</i> | <i>One.</i>                                |

Dated this *23<sup>rd</sup>* day of *February* 19*28*.

Witness to the above Signatures:—

*Erma Hillier*  
*Solicitor*  
*247 St. Vincent Street*  
*Glasgow.*





228430 / 4



10/1/20  
J. W.

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

# ELVIRA SANSON, Limited.

### INTERPRETATION.

1. In the interpretation of these presents the following words and expressions have the following meanings unless excluded by the subject or context :—

- (a) " The Company " means ELVIRA SANSON, LIMITED.
- (b) " The Statutes " means and includes the Companies Acts, 1908 to 1917, and any and every other Act from time to time in force concerning Joint Stock Companies and necessarily affecting the Company.
- (c) " Directors " or " Board " means the whole Directors for the time being of the Company or, as the case may be, a meeting of the Directors duly called and constituted, or the Directors assembled at a Board.
- (d) " Ordinary Meeting " and " Extraordinary Meeting " mean respectively an ordinary general meeting and an extraordinary general meeting of the Company duly called and constituted, and any adjourned holding thereof.
- (e) " General Meeting " means an ordinary meeting or an extraordinary meeting.
- (f) " Office " and " Seal " mean respectively the registered office and the common seal from time to time of the Company.
- (g) " Person " includes a firm or corporation.
- (h) " Month " means a calendar month.

### CONSTITUTION.

2. The Company is established as a Private Company in accordance with and subject to the provisions of the Companies Acts, 1908 to 1917, and of its Memorandum of Association and of the Regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908 (hereinafter referred to as " Table A ") which are hereby adopted with the exception of Clauses 2, 5,

31 FEB 1920  
207127  
29 FEB 1920

20, 22, 23, 35 to 40 (both inclusive), 42, 49, 51, 53, 54, 56, 62, 67, 68, 69, 70, 75, 77, 83, 88, 96, 97, 108, 110, 111, 113 and 114 of Table A, and subject to the provisions of the following additional Articles in modification of Table A so far as hereby adopted.

3. The number of the 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) shall be limited to fifty; provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member.

4. No invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company.

5. The right to transfer the shares of the Company is restricted in manner provided in these Articles.

#### SHARES.

6. In Clause 3 of Table A the words " Extraordinary Resolution " shall be substituted for the words " Special Resolution."

7. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and, subject always to Article 3 hereof, generally on such terms and conditions as they think proper.

8. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed ten per cent. on such shares, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 89 of the Companies (Consolidation) Act, 1908, to be filed shall be duly filed, and the amount of any such commission shall be stated in the annual lists and balance sheets of the Company as required by Sections 26 and 90 of the same Act.

9. The Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any shares or (except only as by these Articles otherwise expressly provided) any other right in respect of any shares except an absolute right thereto in the registered holder.

#### TRANSFER OF SHARES.

10. Except as hereinafter provided, no transfer or other transmission of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction. 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) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the 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. The Directors may decline to register a transfer of any shares on which the Company has a lien. The Directors shall decline to register any transfer the registration of which would involve a contravention of Article 3 hereof.

11. A share may be transferred by a member to any parent, brother, sister, son, daughter, wife or husband of such member, or to any existing member, subject to Article 3 hereof.

12. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, or by reason of transmission of interest by operation of law (excepting by transfer deed in ordinary course), 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.

13. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, or by reason of transmission of interest by operation of law (excepting by transfer deed in ordinary course), 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.

14. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, or by reason of transmission of interest by operation of law (excepting by transfer deed in ordinary course), may, unless he elects to transfer the share under Article 11 hereof, be called upon by the Directors to transfer the share to their nominee at such price as may be mutually agreed, failing which at such price as may be fixed by the Auditor of the Company for the time being, acting as an expert and not as an arbiter. In the event of the share not having been transferred within one month after receipt of a requisition by the Directors under this Article, either in implement of such requisition or under Article 11 hereof, the Company may receive the purchase money and register the transfer as provided by Article 15 hereof.

15. Any person who proposes to transfer a share otherwise than as permitted by Article 11 hereof shall give notice in writing of such proposal to the Secretary of the Company specifying the share proposed to be transferred and the name, address and description of the proposed transferee. The Directors, whom failing any one or more of them, shall thereupon have a preferable right to require a transfer in their or his own, or their or his nominee's favour of the share proposed to be transferred. If within seven days of such requisition being made the proposing transferor shall not have intimated his decision to retain the share he shall be bound to sell and the requisitionists shall be bound to purchase the share at such price as may be mutually agreed and failing agreement at such price as may be fixed by the Auditor for the time being of the Company, acting as an expert and not as an arbiter. In the event of failure to transfer the Company may receive the purchase money and shall thereupon cause the name of the transferee to be

entered in the register as the holder of the share and shall hold the purchase money in trust for the transferor. The receipt of the Company for the purchase money shall be a good discharge to the transferee, and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person. If the Directors, or any one or more of them, shall not exercise the foregoing right within one month after receipt of notice of a proposed transfer the Directors shall be bound to register such proposed transfer subject always to Article 10 hereof.

#### SURRENDER OF SHARES.

16. The Directors may, by agreement with any member, accept a surrender or cancel an allotment of any shares held by him, upon such terms as the Directors may think fit.

#### GENERAL MEETINGS.

17. Meetings of any special class of members may be summoned by the Directors whenever they shall deem it requisite or expedient so to do. The rules and regulations applying to the summoning, holding, and conducting of general meetings, and the voting thereat, shall apply as nearly as may be to any such meetings as aforesaid.

#### PROCEEDINGS AT GENERAL MEETINGS.

18. Subject as aftermentioned, 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 the meeting, and in case of special business the general nature of such business, shall be given in manner herein provided, 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 accidental omission to give such notice to or the non-receipt of such notice by any of such persons shall not invalidate the proceedings of any General Meeting.

19. Any meeting may, with the written consent of all the members for the time being entitled to receive notice of meetings, be convened by a shorter notice and in such manner as such members think fit. 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 by or by virtue of these Articles otherwise provided, two members personally present shall be a quorum.

20. The Chairman, if any, of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been

carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### FORM OF PROXY.

22. A proxy may be in the following form, or in any other form of which the Directors shall approve :---

" Elvira Sanson, Limited.

" I, \_\_\_\_\_, of \_\_\_\_\_,  
 " in the County of \_\_\_\_\_, being a member of Elvira  
 " Sanson, Limited, hereby appoint \_\_\_\_\_,  
 " of \_\_\_\_\_, or failing him,  
 " of \_\_\_\_\_, as my proxy to attend, act and vote for me  
 " and on my behalf at the (Ordinary or Extraordinary or Adjourned, 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.

23. The number of the Directors shall not be less than three nor more than five, but the Company may from time to time in General Meeting vary these limits in any way, and may also determine in what rotation the reduced or increased number is to go out of office.

24. The first Directors of the Company are :—GEORGE HILL SCOBIE, Dungleigh, Bearsden; Mrs. ELIZABETH ELVIRA SANSON, 15 Devonshire Street, Bishopsgate, London, E.C.; Mrs. ELIZABETH FORRESTER NEWTON, 23 Greenbank Crescent, Edinburgh.

25. The Company in General Meeting from time to time may direct such sum or sums as may be thought fit to be paid as and by way of remuneration to the Directors. The Directors shall be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

26. The qualification for office of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £100, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act, 1908. A Director may act before acquiring his qualification.

#### POWERS AND DUTIES OF DIRECTORS.

27. Clause 72 of Table A shall be varied by omitting therefrom all the words therein after the words " from any cause to be a Director."

28. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may fix their remuneration. The Company

may exercise the powers conferred by Sections 34 and 79 of the Companies (Consolidation) Act, 1908, and those powers shall accordingly be exercisable by the Directors.

29. The Directors from time to time, and at any time, may delegate to any Managing Director, Local Board, Head Manager, Manager, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made in such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

30. 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.

#### DISQUALIFICATION OF DIRECTORS.

31. The office of 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 73 of the Companies (Consolidation) Act, 1908.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.

32. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration and otherwise as may be determined by the Board.

33. A Director shall be capable of contracting and participating in the profits of any contract or arrangement with the Company in the same manner as if he were not a Director, provided that before the contract or arrangement is entered into, or so soon thereafter as he become interested therein, he shall disclose in writing to the Board his interest therein. No Director shall be disqualified from voting as a Director in respect of any such contract or arrangement or any matter arising thereout.

#### PROCEEDINGS OF DIRECTORS.

34. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

35. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

## DIVIDENDS.

36. 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 according to the estimate formed by them thereof, and all dividends shall be payable only out of the profits arising from the business of the Company.

## NOTICES.

37. Any notice may be given by the Company to any member by sending it by post to him to his registered address unless it is without the United Kingdom, in which case he shall only be entitled to receive such notice at an address within the United Kingdom supplied by him to the Company for the giving of notices to him, and service of any such notice shall be deemed to have been effected upon the date upon which such notice was posted, and a certificate under the hand of the Secretary or other officer of the Company to such effect shall be conclusive proof of such service.

38. A notice may be given by the Company to the persons having right to be registered in respect of a share under Article 12 hereof 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 trustees 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 have such right, 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, bankruptcy, or transmission of interest had not occurred.

39. 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 within 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 having right to be registered in respect of a share under Article 12 hereof. No other persons shall be entitled to receive notices of general meetings.

## INDEMNITY.

40. The Directors, Auditors, Secretary and other officers for the time being of the Company, and any trustees for the time being acting in relation to any of the affairs of the Company, and their heirs, executors, and administrators respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own dishonest neglect or default respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee, or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers, or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the dishonest neglect or default of such officer or trustee.

## WINDING UP.

41. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed and confirmed pursuant to Section 192 of the Companies (Consolidation) Act, 1908.

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 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.
 

---

George Hill Scobie, Coalmaster  
 "Dunglass" Vaccarsden, City Glasgow.  
 Elizabeth Forrester Newton (Widow)  
 23 Esmebank Lane  
 Edinburgh.

---

Dated this 23<sup>rd</sup> day of February 1928

Witness to the above Signatures:—

Ersmackillop  
 Solicitor,  
 247 St. Vincent Street  
 Glasgow.



DUPLICATE FOR THE FILE.

No. 228430



# Certificate of Incorporation

I Hereby Certify, That the

ELVIRA SANSON, 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 twenty-ninth day of February One

Thousand Nine Hundred and twenty-eight.

Fees and Deed Stamps £. 4. 10. 0

Stamp Duty on Capital £ 25.

Registrar of Joint Stock Companies.

Certificate received by

*W. J. P. S. P. Lee*  
*22 Chancery Lane W.C.2*

Date 29-2-28