

The Lindsay and Kesteven Chemical
Manure Company

Limited, is Incorporated under the Companies' Act, 1862, as a *Limited* Company, this

Eighth day of September One thousand
eight hundred and seventy-three

E. C. Lutton

Registrar of Joint Stock Companies.

(No. 1.)

1000 11/18
MEMORANDUM
"THE COMPANIES' ACTS, 1862 & 1867."

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF THE
LINDSEY AND KESTEVEN CHEMICAL
MANURE COMPANY, LIMITED.

1st. The Name of the Company is the "LINDSEY AND KESTEVEN CHEMICAL MANURE COMPANY, LIMITED."

2nd. The Registered Office of the Company will be situated in England.

3rd. The Objects for which the Company is established are:—

FIRST.—To make, manufacture, and sell Sulphuric Acid, Chemical and other Manures, and also for the transaction of all business appertaining thereto.

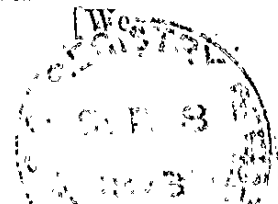
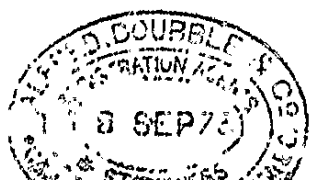
SECOND.—The purchasing, leasing, or otherwise acquiring lands, tenements, hereditaments, works, Plant, and machinery necessary for the above purposes or any of them.

THIRD.—The purchasing or otherwise acquiring present or future existing works or businesses of a like nature.

FOURTH.—The doing all such other things as are incidental or conducive to the attainment of the above objects.

4th. The Liability of the Members is Limited.

5th. The Capital of the Company is Twenty-five Thousand Pounds, divided into Two thousand five hundred Shares of Ten Pounds each; but the Company may increase its Capital by Special Resolution, and shall have power on increase of the Capital, to issue by Special Resolution Preference and Guaranteed, or Preference or Guaranteed Shares, as part or as the whole of such increased Capital and of such amount as may from time to time be determined.



(2)

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 to our respective Names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
1. John Taylor Newton The Old Place Farmer <u>Leafield</u> <u>Lincolnshire</u>	Thirty
2. Edward Tompkins, No 4, Works Road within Parish of St. Martin's within City of Lincoln - Manufacturing Chemist	One Hundred Shares
3. Richard Sutton Harvey West Grove Tetford Norfolk, Eng.	One Hundred and Fifty
4. Francis Newton Lowe North Collingham in the County of Nottingham Malster	One Hundred
	[380]

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
5 Charles Knowles Mackenzie Beaumont Terrace the Parish of St. Martin in the City of Lincoln Cleric	[380] Fifty
6 Thomas Beverly Richardson Park Street in the Parish of St. Martin in the City of Lincoln Auctioneer & Valuer	Fifty
7 John Thomas Bullivant Commissioner in the County of Lincoln Surveyor	Fifty
Total Shares taken	510

Dated the 5th day of September, 1873.

Witness to the above Signatures

Charles White
of No 95 Canwick Road
in the City of Lincoln
Solicitors Clerk

Registered with Articles of Association.

“THE COMPANIES ACTS, 1862 & 1867.”

COMPANY LIMITED BY SHARES.

Articles of Association

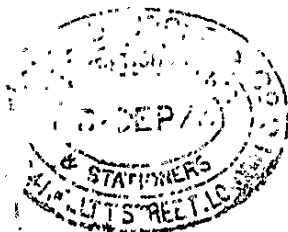
OF THE

LINDSEY AND KESTEVEN CHEMICAL
MANURE COMPANY, LIMITED.

It is agreed as follows :

1. The Regulations of Table A in the 1st Schedule to “The Companies Act, 1862,” shall not apply, but instead thereof the provisions contained in the following Articles shall be the Regulation of the Company.

2. The Directors shall have full power to allot, sell or otherwise dispose of, or to withhold for such time or times as they shall think proper the issue of all or any of the Shares in the Company, which have not been subscribed for, and which remain unallotted, in such manner as they shall think best for the interests of the Company, and to adopt such measures with a view to the disposition thereof as they shall see fit.



SHARES.

3. If several persons are registered as Joint-Holders of any Share or Shares, any one of such persons may give effectual receipts for any Dividend payable in respect of such Share or Shares.

4. Every Member shall on payment of One Shilling, or such less sum as the Directors may prescribe, 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.

5. If such Certificate is worn out or lost, it may be renewed on payment of One Shilling, or such less sum as the Directors may prescribe.

CALLS ON SHARES.

6. The Directors may from time to time make such Calls upon the Members in respect of all monies unpaid on their Shares as they think fit, provided that twenty-one days' notice at least is given of each Call, and each Member shall be liable to pay the amount of Calls so made to the persons and at the times and places appointed by the Directors.

7. A Call shall be deemed to have been made at the time when the Resolution of the Directors authorizing such Call was passed.

8. If the Call payable in respect of any Share is not paid before or on the day appointed for payment thereof, the holder for the time being of such Share shall be liable to pay interest for the same at the rate of £5 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 if they think proper to remit the whole or any part of the interest for the Call in respect of any Share or Shares.

9. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the monies due upon the Shares held by him, beyond the sums actually called for; and upon the monies so paid in advance or so much thereof as from time to time exceeds the amount of the Calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest, at such rate as the Member paying such sum in advance and the Directors agree upon.

TRANSFERS OF SHARES.

10. The Instrument of Transfer of any Share in the Company shall be executed both by the Transferor and Transferee, and the Transferor shall be deemed to remain a holder of such Share until the name of the Transferee is entered in the register book in respect thereof.

11. Shares in the Company shall be transferred in the following form :—

“ I, A.B., of _____ in consideration of
“ the sum of _____ pounds, paid to me by
“ C.D., of _____ do hereby Transfer
“ to the said C.D. the Share [or Shares] numbered
“ standing in my name in the Books of the LINDSEY AND
“ KESTEVEN CHEMICAL MANURE COMPANY, LIMITED, to
“ hold unto the said C.D., his executors, administrators,
“ and assigns, subject to the several conditions on which I
“ held the same at the time of the execution hereof, and
“ I the said C.D., do hereby agree to take the said Share
“ [or Shares] subject to the same conditions.

“ As witness our hands, the _____ day of _____ 18 ____ .”

12. Before entering the name of a Transferee in the Register Book, the Directors shall be at liberty to require the production of the certificate or certificates of the Share or Shares transferred to such Transferee, and they shall before entering the name of any Transferee in the Register Book give notice of the transfer made to him (addressed and sent through the post) both to the Transferor and the Transferee.

13. The Directors may decline to register any transfer of Share or Shares made by a Member whether the Member is indebted to the Company or not.

14. Transfers made for what the Directors shall determine in each case to be a nominal consideration, shall be subject to the approval of the Directors, who shall be at liberty to decline to enter the name of any Transferee for nominal consideration in the Transfer Book.

15. The Transfer Books shall be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year.

16. If several persons be registered as joint holders of any Share or Shares, the survivors or sole survivor as the case may be of such joint holders, shall in the case of the death of one or more of them be the only persons or person recognized by the Company as having any title to such Share or Shares.

TRANSMISSION OF SHARES.

17. In case of the death of a sole or surviving Member, the executors or administrators of such Member shall be the only persons recognized by the Company as having any title to his Share.

18. Any person becoming entitled to a Share in consequence of the death, bankruptcy, or insolvency of any Member, or in consequence of the marriage of any Female Member, or in any other way than by transfer may be registered as a Member upon such evidence being produced as may from time to time be required by the Directors.

19. Any person who has become entitled to a Share or Shares in any other way than by transfer may, instead of being registered himself, elect to have some person to be named by him registered as a Transferee of such Share or Shares.

20. The person so becoming entitled shall testify such election by executing to his nominee an Instrument of Transfer of such Share or Shares.

21. The Instrument of Transfer shall be presented to the Company, accompanied with such evidence as the Directors may require to prove the title of the Transferor, and thereupon the Company shall register the Transferee as a Member.

FORFEITURE OF SHARES.

22. If any Member fails to pay any Call on the day appointed for payment thereof, the Directors may, at any time thereafter, during such time as the Call remains unpaid, serve a notice on him, requiring him to pay such Call, together with interest and any expenses that may have accrued by reason of such non-payment.

23. The notice shall name a further day, on or before which such Call and all interest and expenses that have accrued by reason of such non-payment are to be paid: It shall also name the place where payment is to be made (the place so named being either the registered office of the Company, or some other place at which Calls of the Company are usually made payable). The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the Share or Shares in respect of which such Call was made will be liable to be forfeited.

24. If the requisitions of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all Calls, interest and expenses due in respect thereof has been made, be forfeited, by a resolution of the Directors to that effect.

25. Any Share so forfeited shall be deemed to be the property of the Company, and the Directors shall have full power to sell, allot, or otherwise dispose thereof in such manner as they shall think best for the benefit of the Company, and to adopt such measures with a view to the sale or disposition thereof as they shall see fit.

26. Any Member whose Shares have been forfeited shall, notwithstanding, be liable to pay to the Company all Calls owing upon such Shares at the time of the forfeiture.

27. A statutory declaration in writing that the Call in respect of a Share was made and notice thereof given, and that default in payment of the Call was made, and that the forfeiture of the Share was made by a resolution of the Directors to that effect, shall be sufficient evidence of the facts therein stated as against all persons entitled to such Share; and such declaration and the receipt of the Company for the price of such share shall constitute a good title to such Share, and a Certificate of Proprietorship shall be delivered to a Purchaser, and thereupon he shall be deemed the holder of such share, discharged from all Calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

INCREASE IN CAPITAL.

28. The Directors may, with the sanction of a special resolution of the Company previously given in Ordinary or Extraordinary Meeting, increase its Capital by the issue of new Shares; such aggregate

increase to be of such amount, and to be divided into Shares of such respective amounts, as the Company in Ordinary or Extraordinary Meeting directs, or if no direction is given, as the Directors think expedient.

29. Subject to any direction to the contrary that may be given by the meeting that sanctions the Increase of Capital, all New Shares shall be offered to those Members (holding not less than two Shares each) in proportion to the existing Shares held by them respectively, and so on for every additional number of Shares not less than two; and such offer shall be made by notice to each such Member specifying the number of Shares to which the Member is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from any Member to whom such notice is given 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.

30. Any Capital raised by the creation of new Shares shall be considered as part of the original Capital, and shall be subject to the same provisions with reference to the payment of Calls, and the forfeiture of Shares on non-payment of Calls, or otherwise, as if it had been part of the original Capital.

31. The Directors may from time to time, without the sanction of a General or Extraordinary Meeting, receive and take up at interest for the purposes of the Company, any sum or sums of money on mortgage, debenture, deposit or otherwise, not exceeding in the whole £10,000; and in the event of the repayment of any money so raised or taken up may again raise or take up money to the same or any like amount, so that the amount owing for principal money borrowed by virtue of this Article, shall not at any time exceed the aforesaid limit.

32. Any mortgage by the Company may contain a power of sale. It may also contain such other powers, and be subject to such restrictions as the Directors shall think expedient.

GENERAL MEETINGS.

33. The First General Meeting shall be held at such time, not being more than four months after the registration of the Company, and at such place as the Directors may determine.

31. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Company in General Meeting; and if no other time or place is prescribed, a General Meeting shall be held on the first Monday in February in every year, at such place as may be determined by the Directors.

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

36. The Directors may, whenever they think fit, and they shall, upon a requisition made in writing and signed by not less than one fifth in value of the Members of the Company, convene an Extraordinary General Meeting.

37. Any Requisition made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the Registered Office of the Company.

38. Upon the receipt of such Requisition, the Directors shall forthwith proceed to convene an Extraordinary General Meeting: If they do not proceed to convene the same within twenty-one days from the date of the Requisition, the Requisitionists, or any other Members amounting to the required number, may themselves convene an Extraordinary General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

39. Seven days' notice at the least, specifying the place, the day, and the hour of meeting; and in case of special business, the general nature of such business shall be given to the Members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting; but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

40. 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, and the consideration of the Accounts, Balance Sheets, and the Ordinary Report of the Directors, and business arising therefrom.

41. Any Member may on giving not less than seven clear days' previous notice, submit any resolution to a Meeting beyond the matters contained in the notice given of such Meeting.

42. The notice required of a Member shall contain or be accompanied by a copy of the Resolution, and shall be left at the Registered Office of the Company.

43. No business shall be transacted at any General Meeting except the Declaration of a Dividend, unless a quorum of Members is present at the time when the Meeting proceeds to business; such quorum to consist of five or more Members, holding in the aggregate Three hundred Shares present either in person or by proxy.

44. If within 30 minutes 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 may be adjourned by the Chairman to such time and place as he shall appoint; and at the Adjourned Meeting those Members who are present, although they may not amount to the quorum prescribed for an Original Meeting, shall proceed to the business for which the Meeting was called.

45. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

46. 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, the Members present shall choose some one of the Directors present at the Meeting, and if no Director be present, then some one of the other Members present to be Chairman.

47. The Chairman may, with the consent of the Meeting, adjourn any 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.

48. At any General Meeting, unless a poll is demanded by at least five Members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the Book of Proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

49. If a poll is demanded by five or more Members, it shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be the Resolution of the Company in General Meeting. In the case of an equality of votes, at any General Meeting, the Chairman shall be entitled to a second or casting vote.

VOTES OF MEMBERS.

50. Every Member shall have one vote for every Share up to ten; he shall have an additional vote for every five Shares beyond the first ten Shares up to one hundred Shares, and an additional vote for every ten Shares beyond the first hundred Shares.

51. If any Member is a lunatic or idiot, he may vote by his Committee, *curator bonis*, or other legal curator, and if any Member be a minor he may vote by his guardian, tutor or curator or any one of his guardians, tutors or curators.

52. If one or more persons are jointly entitled to a Share or Shares, the Member whose name stands first in the Register of Members as one of the holders of such Share or Shares, and no other, shall be entitled to vote in respect of the same.

53. No Member shall be entitled to vote at any General Meeting unless all Calls due from him have been paid; nor shall any Member be entitled to vote in respect of any Share that he has acquired by transfer, unless his name shall have been entered in the Register Book as the holder thereof one month at least, previously to the Meeting at which he proposes to vote.

54. Votes may be given either personally or by proxy.

55. The instrument appointing a proxy shall be in writing, under the hand of the appointor, or if such appointor is a Corporation, under their common seal, and shall be attested by one or more witness or witnesses. No person shall be appointed a proxy who is not a Member of the Company.

56. The instrument appointing a proxy shall be deposited at the registered office of the Company, not less than forty-eight hours before the time for holding the Meeting at which the person named in such instrument proposes to vote. But no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

(14)

ARTICLES OF ASSOCIATION OF THE

57. Any instrument appointing a proxy shall be in the following form :

“ LINDSEY AND KESTEVEN CHEMICAL MANURE COMPANY, LIMITED,

“ I, _____, of _____ in the
“ County of _____, being a Member of the LINDSEY AND
“ KESTEVEN CHEMICAL MANURE COMPANY, LIMITED, and
“ entitled to _____ vote or _____ votes, 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.

“ As witness my hand this _____ day of _____

“ Signed by the said _____, in
the presence of _____.”

DIRECTORS.

58. The number of Directors shall not be less than five nor more than twelve, and the names of the first Directors shall be determined by the Subscribers to the Memorandum of Association.

59. Until Directors are appointed the Subscribers of the Memorandum of Association shall be deemed to be Directors, but they shall not be bound to take the number of Shares hereinafter provided as a qualification for a Director.

60. The future remuneration of the Directors, and their remuneration for services performed previously to the First General Meeting, shall be determined by the Company in General Meeting.

POWERS OF DIRECTORS.

61. 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 foregoing Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles and to the provisions of

the foregoing Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made.

62. The continuing Directors may act notwithstanding any vacancy in their body.

63. The Directors shall have the sole power to appoint, employ, and remove any Manager or Joint Manager of the Works, and also all Clerks, Auditors, Secretaries, or other officers or Agents of the Company and to fix their salaries.

64. The Directors shall be at liberty, if they think it expedient for the interest of the Company, to purchase for the benefit of the Company, any Share or Shares therein, and afterwards to re-sell, re-allot, or otherwise dispose of the same as they may think proper.

65. The Directors shall have power to do the following things :—

To bring or defend any action, suit, or prosecution, or other legal proceeding, civil or criminal, in the name and on behalf of the Company.

To execute in the name and on behalf of the Company, all deeds, receipts, and other documents they may deem necessary, and for that purpose to use, when necessary, the Company's Seal.

To refer disputes to arbitration, and compromise any debts or claims.

To give time to any debtor for payment of his debt.

The costs of all which proceedings, legal or otherwise, shall be paid out of the Company's funds.

To exercise, in the name and on behalf of the Company, all such powers of the Company as are not hereby required to be exercised by the Company in General Meeting.

DISQUALIFICATION OF DIRECTORS.

66. The office of Director shall be vacated:—

If he holds any other office or place of profit under the Company;

If he does not hold in his own right thirty Shares in the Company;

If he becomes a lunatic, bankrupt, or insolvent, or makes an assignment or compromises with his creditors.

ROTATION OF DIRECTORS.

67. At the First Ordinary Meeting after the Registration of the Company, the whole of the Directors shall retire from office; and at the First Ordinary Meeting in every subsequent year, two of the Directors for the time being, shall retire from office.

68. The two Directors to retire, until all those appointed at the First Ordinary Meeting of the Company shall have retired by rotation, shall unless the Directors agree among themselves, be determined by Ballot: In every subsequent year the two who have been longest in office shall retire.

69. A retiring Director shall be eligible for re-election.

70. The Company at the General Meeting at which any Directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons.

71. If at the 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 such 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 continue in office until the Ordinary Meeting in the next year; and so on from time to time, until their places are filled up.

72. The Company may from time to time, in General Meeting, increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

73. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

74. The Company in General Meeting may, by a Special 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 hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

75. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. 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 at any time summon a Meeting of Directors.

76. 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 at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

77. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body with or without the Secretary, as they think fit: Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on them by the Directors.

78. A Committee may elect a Chairman of their Meetings; if no such Chairman is elected, or if he is not present at the time appointed for holding the same, the Members present shall choose one of their number to be Chairman of such Meeting.

79. 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.

80. 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 Director, 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.

DIVIDENDS.

81. The Directors may, with the sanction of the Company in General Meeting, declare a Dividend, to be paid to the Members upon their Shares in proportion to the amount paid up thereon.

82. No dividend shall be payable except out of the profits arising from the business of the Company.

83. The Directors may, before recommending any Dividend, set aside out of the profits of the Company such sum as they think proper as a Reserved Fund to meet contingencies, or for equalizing Dividends, or for repairing, or maintaining the works connected with the business of the Company, or any part thereof; and the Directors may invest the sum so set apart as a Reserved Fund upon such Securities as they may select.

84. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise.

85. Notice of any Dividend that may have been declared shall be given to each Member, in manner hereinafter mentioned; and all Dividends unclaimed for three years, after having been declared, may be forfeited by the Directors for the benefit of the Company.

86. No Dividend shall bear interest as against the Company.

ACCOUNTS.

87. The Directors shall cause true accounts to be kept,—

Of the Stock in Trade of the Company;

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

Of the credits and liabilities of the Company.

The Books of Account shall be kept at the Registered Office of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Company in General Meeting, shall be open to the inspection of the Members during the hours of business.

88. Once at the least in every year the Directors shall lay before the Company in General Meeting a Statement of the Income and Expenditure for the past year, made up to a date not more than two months before such Meeting.

89. The Statement so made shall show, arranged under the most convenient heads, the amount of Gross Income, distinguishing the several sources from which it has been derived, and the amount of Gross Expenditure, distinguishing the expense of the establishment, salaries, and other like matters: Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just Balance of Profit and Loss may be laid before the Meeting; and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

90. A Balance Sheet shall be made out in every year, and laid before the Company in General Meeting, and such balance sheet shall contain such particulars as shall be necessary for showing the assets and liabilities of the Company, and the profits or loss of the period over which such balance shall extend, and the state of affairs generally of the Company.

AUDIT.

91. Once, at the least, in every year the Accounts of the Company shall be examined, and the correctness of the Balance Sheet ascertained by one or more Auditors or Auditors.

92. The first Auditor shall be appointed by the Directors; subsequent Auditors shall be appointed by the Company in each General Meeting.

93. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.

94. The remuneration of the Auditor or Auditors shall be fixed by the Directors; and any Auditor shall be eligible for re-election on his quitting office.

95. If any casual vacancy occurs in the office of any Auditor appointed by the Company, the Directors may fill up the same.

96. If no election of Auditors is made in manner aforesaid, the Board of Trade may, on the application of not less than five Members of the Company, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

97. Every Auditor shall at all reasonable times have access to the Books and Accounts of the Company.

98. The Auditors shall make a Report to the Members upon the balance sheet and accounts, and every such Report shall be read, together with the Report of the Directors, at the Ordinary Meeting.

NOTICES.

99. A Notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of abode; and in case of joint owners of a Share, service on the one named first on the Register of Members shall be deemed service on both or all.

100. Any Notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the post office.

EXPENSES OF THE COMPANY.

101. All expenses incurred preliminary to or contingent upon the formation of the Company, or in anywise incident thereto, shall be paid by the Directors out of the funds of the Company.

ARBITRATION.

102. Every dispute or difference which shall arise between the Company and any of the Members, their heirs, executors, administrators or assigns, touching the matter, intent or construction of the Memorandum of Articles of Association, or of any of the regulations of the Company, or touching anything to be done, omitted or suffered in pursuance thereof, or of "The Companies' Acts, 1862 and 1867," or otherwise relating to any of the affairs of the Company, may at the option of the Directors be referred to two Arbitrators, one to be appointed by each party, or the Umpire of the Arbitrators, pursuant to and so as (with regard to the mode and consequence of the reference) and in all other respects to conform to the provisions with respect to Arbitration contained in "The Common Law Procedure Act, 1852," or any then existing statutory modifications or alterations thereof.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

- 1 John Taylor Marchant
The Old Place
Redford
Lincolnshire
Farmer
- 2 Edward Topley No 71 Church St. in the parish of St. Martin,
in the City of Lincoln. Manufacturing Chemist
- 3 Richard Sutton Harvey
West Grove
Redford
- 4 Francis Newton Lowe ^{Nottingham, N.P.}
North Collingham
in the County of Nottingham
Maltster
- 5 Charles Hercules Toulouan
Blasennant, Maun in the
Parish of St. Martin in
the City of Lincoln
Chapman

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

6 Thomas Overley Richardson, Park Street -
in the Parish of St. Martin in the City of Lincoln.
Essex & Co.

7 John Thomas Bullivant
Commissioner
in the County of Lincoln
Essex & Co.

Dated the 5th day of September, 1873.

Witness to the above Signatures

Charles White
of No 95 Canwick Road
in the City of Lincoln
Solicitors Clerk

“THE COMPANIES ACT, 1862.”

(25 & 26 VICT. c. 89.)

LIMITED COMPANY.

1882

Notice of Increase in the Nominal Capital

of the Lindsey & Kesteven Chemical Manure

Company Limited

Pursuant to Section 34.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

Presented for Filing
by

Percy R. T. Joybee. *Solr.*
5 New Inn.
Strand.

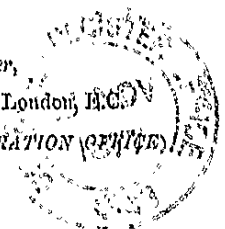
PUBLISHED, WITH THE AUTHORITY OF THE REGISTRAR,

BY
CHARLES DOUBBLE,

Registration Agent, Law and Public Companies' Stationer,

14, Serjeants' Inn, Temple, London, E.C. 4

(NEXT DOOR TO THE REGISTRATION OFFICE)



NOTICE

Of increase in the nominal Capital of the Lindsey and Kesteven Chemical Manure Company Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Lindsey and Kesteven Chemical Manure Company Limited

_____ hereby give you notice,

in accordance with "The Companies Act, 1862," that by a Special

Resolution of the Company passed the thirty first day of

October, 1877, and confirmed the sixteenth

day of November, 1877, the nominal Capital of the Company has been

increased by the addition thereto of the sum of Twenty five thousand

_____ pounds divided into two thousand

five hundred Shares of Ten pounds each,

beyond the present Registered Capital of Twenty five thousand

_____ pounds.

Joybee Larken & Joybee

Dated the twenty second day
of November 1877.

Solitors for the said Company

* When the Resolution is not required to be confirmed, the words "and confirmed the — day of —, 187—" should be struck out.

** This Notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.