

THE COMPANIES ACT, 1929.

10/10/29
13351



A Companies' Registration Fee Stamp must be impressed here.

DECLARATION of Compliance with the requirements of The Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15(2).

Name of Company
Harroddian Trustees.....
.....
LIMITED.

Presented by

M. Vienna & Co.....
5/34 Broadhall Street.....
E. & J......

H. HOWES & CO., LTD.,

Company Printers, Publishers & Stationers.
BELL YARD next to Law Society, TEMPLE BAR, W.C.2.
56, OLD BROAD STREET, LONDON, E.C.2.
27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.

Harold Sam Wilson

24 Warrington Street in the City
of London

Do solemnly and sincerely declare that I am (a)

A solicitor of the Supreme Court engaged
in the formation

of

Harroldian Trusts

Limited, and That all the requirements of the Companies Act,
1929, 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 provision of the

"Statutory Declarations Act, 1835."

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

Declared at *Central Rooms*

West 1st St London
the *24th* day of *June*

One thousand nine hundred and
thirty

Before me,

Harroldson

A Commissioner for Oaths.



Harroldian Trusts

LIMITED.

REGISTERED
25 MAY 1939

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (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

M^{rs} Vienna I. Co.

31/34 Basinghall Street

H. HOWES & CO., LTD.,

Printers, Publishers & Stationers,

BELL YARD (East Side of Law Courts), TEMPLE BAR, W.C.2.

Telephone—HOLBORN 3073.

56, OLD BROAD STREET, - - LONDON, E.C.2.

Telephone—LONDON WALL 2237.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.

Telephone—METROPOLITAN 4879.

Works -- 53 & 55, MANSELL STREET, LONDON, E.1.

Telephone—ROYAL 4094.

THE NOMINAL CAPITAL of

Harroldian Trusts

Limited,

is £ *100*, divided into *100 shares of*

..... *£1 each*

Signature..... *McKenzie*

Description..... *directors*

Dated *22nd* *May* 1939.

This Margin is reserved for binding and must not be written across.

25 MAY 1969



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
**Harrodian
Trustees Limited**

1. The name of the Company is "HARRODIAN TRUSTEES 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 undertake and discharge the office and duties of Trustee of any Fund, Association, Trust or Scheme which is now in existence or may hereafter be created in connection with the business of Harrods Limited or its subsidiary or associated Companies or the staff or employees of or persons connected with the business of any such Company and in particular to act as Trustee of the Pension Funds established and to be established by Harrods Limited.

(b) To undertake and execute either by the Company or by an authorised officer thereof, and either alone or

jointly with any other person or persons any trusts, and also to act either by the Company or by any authorised officer thereof as trustee of any property of whatsoever nature or as executor or administrator of any deceased person or as treasurer of any institution fund or money, and to undertake any duties in connection therewith, and to accept and undertake the duties of any such office of Trustee or do any such act or things as aforesaid either gratuitously or otherwise.

- (c) To exercise or concur in exercising all the powers, authorities and discretions which are expressly or impliedly capable of being exercised by the Trustee or Trustees of any Trust, Fund, Association, Scheme, Settlement, Will or instrument of which the Company shall for the time being be a Trustee.
- (d) To receive money on deposit with or without the allowance of interest thereon and to invest the trust funds for the time being subject to any of the trusts of which the Company is for the time being Trustee in the name or under the legal control of the Company or of the Directors for the time being of the Company, or such of the Directors (not being less than three in number) as the Company may from time to time appoint in or upon any investments or securities authorised for the investment of such moneys by the terms (whether express or implied) of such trusts respectively.
- (e) To do all such acts and things for the purpose of performing the office and duty of a Trustee as may be directly or indirectly required or authorised by law or by the terms of any trust or may be considered desirable by the Company.
- (f) To act as agents for the investment, loan, payment transmission and collection of money and commission business and to retain any commission allowed to the Company.
- (g) To undertake, whether gratuitously, or otherwise, any fiduciary or secretarial office or duties.

- (h) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined and to pay or apply any of the funds or property of the Company to or for the benefit of any of the trusts or funds of which the Company is the Trustee or for any charitable purpose.
- (i) To do all such other things as may be incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent of the main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of Shares taken by each Subscriber.

Richard Woodman Leach 87-135 Brompton Rd London SW1 Company Director	1
Richard Grant Woodman Leach 87-135 Brompton Rd London SW1 Company Director	1

Dated this 2nd day of May, 1939.

Witness to the above Signatures:

Henry Acton
87 Brompton Rd
SW1
Company Secretary



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REGISTERED
25 MAY 1939



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Harroddian Trustees Limited

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 64, 66, 69, 72, 82, 90, and 104 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that 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; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

4. The shares shall be at the disposal of the Directors and they may allot or otherwise dispose of the same to such persons and on such terms as they think fit subject always to Clause 3 hereof, and provided that no shares shall be issued at a discount, except as provided by the Companies Act, 1929, Section 47.

5. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

CALLS ON SHARES

6. The words " provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call " shall be deemed to be omitted from Clause 11 of Table A.

TRANSFER OF SHARES.

7. No transfer of any shares in the capital of the Company to any person not already a member 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 and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. In the case of any member of the Company holding less than 10 per cent. of the issued shares of the Company, the holders for the time being of three-fourths of the issued shares of the Company may by notice in writing direct that he transfer his shares. In such case notice of such direction shall forthwith be given to the member affected

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thereby. Such member shall thereupon sell and transfer the shares to such person as the notice in writing shall direct, at a price equal to the par value of such shares. In the event of any such holder failing to carry out the sale of any share which he shall have been directed to transfer as aforesaid, the Directors may authorise some person on behalf of such holder to transfer such share to the purchaser and the Company may receive the consideration therefor and give a good receipt therefor, and may register the purchaser as the holder of such share and issue to him a certificate for the same, and thereupon the purchaser shall become indefeasibly entitled thereto and his title shall not be affected by any irregularity in the proceedings. The transferor shall in any case be bound to deliver up his certificate for the said shares, and ~~on~~ such delivery shall be entitled to receive the par value thereof.

PROCEEDINGS AT GENERAL MEETINGS.

8. Two members personally present shall be a quorum at any General Meeting, and Clause 45 of Table A shall be modified accordingly.

9. A resolution in writing signed by all the members of the Company shall be as valid and effectual as a resolution of a General Meeting, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Statutes or these presents is required to be dealt with in General Meeting of the Company.

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than 3 nor more than 10. The first Directors of the Company shall be appointed in writing by the subscribers of the Memorandum of Association. A Director shall not require any qualification. The last sentence of Clause 70 of Table A shall be deemed to be excluded.

DISQUALIFICATION OF DIRECTORS.

11. The office of a Director shall be vacated:

(a) if by notice in writing to the Company he resigns the office of Director.

- (2) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1929, Section 217 or Section 275.
- (5) If he is found a lunatic or becomes of unsound mind.
- (6) If he is requested in writing to resign by the holder or holders for the time being of a majority of the issued shares of the Company.

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

13. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act, 1929, but such declaration shall not be necessary where the Directors are already aware of the interest of such Director, and subject to such declaration being made a Director may vote as a Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid.

PROCEEDINGS OF DIRECTORS

14. 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.

15. A resolution in writing signed by every Director shall have the same effect and validity as a resolution of the Directors.

duly passed at a meeting of the Directors duly convened and constituted.

NOTICES.

16. Any notice by the Company, if served by post, shall be deemed to have been served at the time when the prepaid letter, envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed, prepaid and put into the post, and Article 103 of Table A shall be altered accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

No shares taken

Richard Woodman Lushby

87-125 Brompton Rd
London. S.W.1
Company Director
One share

Richard Grant Woodman Rusbidge

87-135 Brompton Rd
London. S.W.1
Company Director
One share

Dated this ²⁹ day of May, 1939.

Witness to the above Signatures:--

H. Atkin.

87 Brompton Road
S.W.1.
Company Secretary

353361



Certificate of Incorporation

I Herewith Certify,

NARRODIAN TRUSTEES LIMITED

is this day Incorporated under the Companies Act, 1929 and that the Company is **Limited.**

Given under my hand at London this **25th** day of **May** **One**

Thousand Nine Hundred and **thirty-nine.**

Registrar of Companies.

Certificate received by

*W A Parry for McAnnals
31/34 Beaconsfield St EC6 2*

22/5/39