

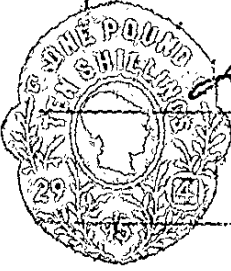
No. of Certificate

43936 m h 29 10

Form No. 19.

10

The *Harbury*



Liberal Club

REGISTERED
15210
27 APR 1895

COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55

Vict., cap. 89, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is

Two 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 for registration by

Clarke & Blundell

14, Leysquare, London

Fleet Street

The NOMINAL CAPITAL of the Horbury Liberal

Club Company, Limited,

is £ 1500, divided into 1500 shares of £ 1

each.

Signature Charles Blundell

Description Loops

Date 27 April 1895

This statement should be signed by an Officer of the Company.

The Customs and Inland Revenue Act, 1888 (51 Vict., cap 8, sec. 11), provides that:—"A statement of the amount of nominal capital to be raised by Shares of any
"Company to be registered with limited liability shall be delivered to the Registrar of
"Joint Stock Companies in England, Scotland, or Ireland, and a statement of the
"amount of any increase of registered capital of any Company now registered, or to
"be registered, with limited liability, shall be delivered to the said Registrar, and every
"such statement shall be charged with an *ad Valorem* Stamp Duty of Two Shillings
"for every One Hundred Pounds and any fraction of One Hundred pounds over any
"multiple of One Hundred Pounds of the amount of such capital or increase of capital,
"as the case may be."

4 3936 CNR 42945



"THE COMPANIES ACTS,

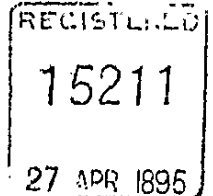
1862 TO 1893
TWO POUNDS

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

HORBURY LIBERAL CLUB COMPANY
LIMITED.



1st. The name of the Company is the "HORBURY LIBERAL CLUB COMPANY LIMITED."

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

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

(a) To acquire by purchase, donation, lease, or otherwise any land, buildings, tenements, or other hereditaments in the Township of Horbury, or elsewhere, in the Normanton Division of the West Riding of the County of York, subject to, charged with, or free from any chief, ground, annual, or other rent or payment, and to pull down, alter, add to, or convert any existing buildings, or to erect new buildings for the purpose of a Club House and Public Hall, or Club Houses and Public Halls, caretaker's house or rooms, news rooms, library, reading rooms, billiard and card rooms, gymnasium, refreshment rooms, committee and other rooms, with all proper and necessary outbuildings and conveniences, and to furnish and fit up the same or any part thereof either by purchase or hire, wholly or in part, for any purpose which may be requisite or convenient for carrying out the objects of the Company. And also to lay out any part or parts of the said land as bowling greens, tennis lawns, hockey grounds, cricket grounds, gardens or pleasure grounds, or for any other purpose that may be deemed necessary or desirable,

W. H. H.

and to provide all necessary bowls, racquets, nets, cricket requisites, and other articles for use thereon, and also to lay out, provide, and maintain roads, streets, sewers, and any other works and things in connection with the said lands, buildings, hereditaments, and premises.

- (b) To let, lease, underlet, or assign all or any part or parts of such lands, buildings, erections, tenements, hereditaments, or other the property of the Company, or any part or parts thereof, for any term, at any rent, and on any special or other conditions to or for the purpose of, or occupation by any Liberal Club or clubs, or any other club or clubs, association or associations, political or non-political, or to any other person or persons, either as a club or otherwise howsoever, and to lend money in connection therewith, and to make any arrangement or arrangements with such club or clubs, association or associations, person or persons, as aforesaid, concerning the hire, use, and removal of any furniture, fittings, or articles in or upon the said premises or any part thereof, or the lending to or repayment of any money by such club or clubs, association or associations, person or persons, to enable them to furnish or alter the said premises or any part thereof, or for any other purpose.
- (c) To afford to the Members of the Company for the time being, all the usual privileges, advantages, conveniences, and accommodation of a Club. To promote the cause of Liberalism, and to provide means of social intercourse between persons professing Liberal principles. To consider and discuss all questions affecting the interests of the community, or the alteration, or administration of the Law. To procure the delivery of lectures on political and other subjects. To form and maintain a library of political, historical, and all other kinds of literature. To render voluntary aid to candidates in the Parliamentary, municipal, parochial, and other elections in the West Riding of the County of York, or elsewhere. To petition Parliament, or any other body, and to purchase, hire, or otherwise acquire for purposes of the Club, any real or personal property.
- (d) To use, or permit to be used, such lands, buildings, erections, hereditaments, and premises, or any part thereof, as, and for a club house, lecture hall, debating society, or for the giving of concerts, dances, and musical entertainments, and either with or without

payment of any rent, or other compensation, and to carry on, or conduct, or permit to be carried on therein, such games, amusements, and entertainments, and to make such regulations, and rules for the control, use, and enjoyment thereof as the Company, or its Directors may determine.

- (e) To purchase, and supply Members with the usual viands, provisions, wines, spirits, ale, beer, and other beverages, cigars, tobacco, and other necessaries usually provided at private clubs, and to make, or cause to be made all necessary applications for licenses, or transfer of licenses, or otherwise to the magistrates, or otherwise as may be necessary for the purpose of carrying out the objects of the Company.
- (f) To sell, exchange, mortgage, assign, surrender, lease, and otherwise generally deal with, and dispose of all or any part or parts of the lands, buildings, erections, tenements, and other property and effects for the time being of the Company, in any manner whatsoever.
- (g) To borrow money on deposit, promissory note, debenture, mortgage, or other security, and allow or pay interest thereon.
- (h) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

4th. The liability of the Members is limited.

5th. The Capital of the Company is One Thousand Five Hundred Pounds, divided into One Thousand Five Hundred Shares of One Pound 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.
<i>George Hamilton Collyer Horbury</i> <i>refuse factory</i>	100
<i>George Hamilton like Barn street Horbury</i> <i>fruit Merchant</i>	30
<i>William Dawson Leamby, local broff</i> <i>Horbury, High Bailiff of County Court</i>	25
<i>George William Bennett Osberville, Duke's</i> <i>sq</i>	10
<i>Jacob Ingram Shipley Place Horbury</i>	10
<i>James Middle Iron Worker</i> <i>Horbury Contractor</i>	10
<i>John Robinson George Street Horbury</i> <i>Ironworker</i>	10

Dated the 25th day of April 1895.

Witness to the above Signatures,

J. Barker
Solr Horbury

Registered with Articles of Association.

43936 C.M. 1895



"THE COMPANIES ACTS, 1862 TO 1893"

COMPANY LIMITED BY SHARES:

Articles of Association

OF THE

HORBURY LIBERAL CLUB COMPANY LIMITED.

REGISTERED
15212
27 APR 1895

It is agreed as follows:—

Preliminary.

1. The regulations contained in the Table marked "A" in the first Schedule to "The Companies Act, 1862" (hereinafter called "Table A"), shall apply to the Company, save in so far as they are excluded or varied hereby. Adoption of Table "A."
2. The Clauses of "Table A," numbered 3, 9, 10, 22, 29, 44, 47, 52, 53, 54, 59, 72, 76, 82, 90, and 93 shall not apply to this Company. Clauses excluded.
3. In lieu of the Clauses of "Table A" hereinbefore excluded, and in addition to the remaining Clauses of "Table A" the following shall be the regulations of the Company.
4. The Shares shall be under the control of the Directors, who may allot and dispose of the same to such persons, on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, but no Share shall be issued at a discount. Allotment of Shares.
5. The Company may make arrangements on the issue of Shares for a difference between the holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls. Difference in amounts paid on Shares.
6. If any Certificate be worn out or lost, it may be renewed on payment of one shilling, or such less sum as the Directors may prescribe, and upon the Renewal of Certificate.

W. H. L.

person requiring the new Certificate giving up the worn-out Certificate, or giving such evidence of its loss or destruction, and such indemnity to the Company as will satisfy the Directors.

Calls on Shares.

Calls payable by instalments. 7. A Call may be made payable by instalments.

Instalments to be treated as Calls. 8. If by the terms of the prospectus or by the conditions of allotment any amount is payable in respect of every Shares by instalments, any such instalment shall be payable as if it were a Call duly made by the Directors, and of which due notice had been given, and all provisions hereof in respect to the payment of Calls, or to the forfeiture of Shares for non-payment of Calls, shall apply to such instalments, and the Shares in respect of which they are payable.

Joint Holders severally liable. 9. The joint holders of a Share shall be severally as well as jointly liable in respect of all payments which ought to be made in respect of such Share.

Transfer of Shares.

Form of Transfer. 10. Shares in the Company may be transferred in the usual common form or in the form set out in Clause 9 of "Table A" or as near thereto as circumstances will permit.

Directors power to refuse to register a Transfer. 11. The Directors may decline to register any transfer of Shares upon which the Company has a lien, and in case the Shares are not fully paid up, may decline to register a transfer to any person who, in their opinion, is not shown to be a responsible person.

Fee on Transfer. 12. A fee, not exceeding two shillings and six pence, may be charged for each transfer.

Transfer to be left at Office. 13. Every instrument of transfer shall be left at the office for registration, and the Certificate of the Shares expressed to be transferred shall be produced, and such other evidence given as the Directors may require, to show the right of the Transferor to make the transfer.

Forfeiture of Shares.

Entry of Particulars. 14. When any Share shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company, stating the forfeiture and the

date thereof, and as soon as the Share so forfeited shall have been disposed of an entry shall be made of the manner and date of the disposal thereof.

15. The Company shall have a first and paramount lien for all debts, ^{Lien.} obligations, and liabilities of any Member of the Company upon all Shares (not fully paid up) held by such Member, whether alone or jointly with other persons, and upon all dividends and bonuses which may be declared in respect of such Shares, and such lien may be enforced by sale if and whenever the Directors having given to the Member who is indebted or under obligation to the Company a notice requiring him to pay the amount due to the Company, or satisfy the said obligation within a time (not being less than fourteen days) specified in such notice, such Member shall not have complied therewith within the said time.

16. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Share has been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Share that the said Share was properly forfeited or sold, and such entry, and the receipt of the Company for the price of such Share, shall constitute a good title to such Share, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of title to the Shares, and shall not be bound to see to the application of the purchase-money. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only. ^{What necessary to give title to purchaser.}

Alteration of Capital.

17. Upon any increase of Capital the new Shares shall be issued upon such terms and conditions, and with such rights, priorities, or privileges as the Company in General Meeting shall have directed, or, if no direction shall have been given, as the Directors shall determine. ^{Terms of issue of new Shares.}

18. The Company may from time to time by Special Resolution reduce its Capital in any manner allowed by law. ^{Power to reduce Capital.}

19. The Company may sub-divide or consolidate its Shares or any of them. ^{Consolidation and sub-division of Shares.}

Borrowing Powers.

20. The Company may raise or borrow money for the purposes of its business, and may secure the repayment of same by mortgage or charge upon ^{Limit of borrowing power of Company.}

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 Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company, or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not exceed the amount of the subscribed Share Capital of the Company.

Borrowing
power of
Directors.

21. The Directors may exercise the borrowing powers hereinbefore given to the Company, and secure the repayment of the amounts so borrowed or raised in any manner in which the Company might so do. Provided always that the amount so borrowed or raised by the Directors, and outstanding at any one time, shall not exceed the sum of Two Hundred and Fifty Pounds without the sanction of the Company in General Meeting.

General Meetings.

General
Meetings.

22. 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. General Meetings, other than the first General Meeting, shall be held once in every year, in the month of April or May, at such time and place as may be determined by the Directors.

Quorum.

23. 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, and such quorum shall consist of not less than five Members personally present and holding or representing by proxy not less than one-tenth of the issued Capital of the Company.

Adjournment
for want of
quorum.

24. If within half-an-hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place; and if at such adjourned Meeting a quorum is not present, those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.

Votes of Members.

Votes.

25. Every Member shall have one vote for every Share held by him upon which there are no Calls in arrear.

26. No Member shall be entitled to vote at any General Meeting unless all Calls due from him have been paid, and no Member shall be entitled to vote in respect of any Share that he has acquired by transfer at any Meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the Share in respect to which he claims to vote for at least one month previously to the time of holding the Meeting at which he proposes to vote.

Directors.

27. The number of Directors shall not be less than nine or more than fifteen. Number of Directors.

28. The following persons shall be the first Directors of the Company :— First Directors.

JOSHUA HARROP,	of Horbury,	Manufacturer
GEORGE THORNTON,	"	Fruit Merchant
WILLIAM DAWSON QUARMBY,	"	High Bailiff of County Court.
GEORGE WILLIAM BENNETT,	"	Dyer
EDWIN BAINES,	"	Ironmonger
WILFRED JOE BAINES,	"	Manufacturer
JACOB INGRAM,	"	Ironworker
ENOS HINDLE,	"	Contractor
JOHN ROBINSON,	"	Ironworker
NEWSOME GLEDHILL,	"	Manager of Co-operative Stores
JOHN REEVY,	"	Warehouseman.
STANLEY BOOTHROYD,	"	Power Loom Tuner.

The first Chairman of Directors shall be the said JOSHUA HARROP.

29. The Directors shall have power to appoint any other persons to be Directors at any time before the Ordinary General Meeting to be held in the year 1896, but so that the total number of Directors shall not at any time exceed the maximum prescribed by Clause 27. Power to add to number.

30. The qualification of two-thirds of the total number of Directors shall be the holding by each Director as absolute owner and not subject to any trust or charge of Shares to the nominal value of Five Pounds, and the qualification of the remaining one-third of the total number of Directors shall be the holding by each Director as absolute owner, and not subject to any trust or charge of one Share of the nominal value of One Pound and upwards. A Director may act before acquiring his qualification, but shall acquire the same within three Qualification and remuneration.

months of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid, he shall be deemed to have applied for, and agreed to accept an allotment of, and to have had allotted to him so many Shares as shall be necessary to make up with those (if any) which he then holds the amount of his said qualification. The Directors' remuneration shall be such sum as the Company, in General Meeting, shall determine.

Powers of Directors.

Express powers.

31. Without prejudice to any of the powers by these Articles, by Table "A," or by law conferred upon the Directors, it is hereby declared that they shall have the following powers, viz.:—

Pay preliminary expenses.

(a) To pay all the preliminary expenses incurred in or about the formation, promotion, and registration of the Company, and the procuring its Capital to be subscribed.

Give receipts.

(b) To give receipts, releases, and discharges on behalf of the Company.

Invest money.

(c) To invest and deal with any of the moneys of the Company not immediately required for the purposes of its business in and upon such Shares and securities, and in such manner as they may think fit, and to vary such investments, or realise the amount invested therein.

Create Reserve Fund.

(d) To create a reserve fund by setting aside any part of the profits of the Company they may think fit, and to invest the same either by employing it in the business of the Company, or in and upon such Shares and securities (not being the Shares of the Company) as they may think fit, and to apply the income arising from such reserve fund as part of the profits of the Company, and to use the Capital thereof either to maintain the property, and to replace wasting assets of the Company, or to meet contingencies, or by way of an insurance fund, or to equalise Dividends, or for whatever other purpose the profits of the Company might be used.

(e) The Directors may commence business without first allotting all or any of the Shares issued, and they shall not be required to call up the whole of the nominal Capital of the Company until such time as they shall think fit.

- (f) The Directors may at any time hereafter purchase the fee simple, or any less estate, or take leases of any land, buildings, tenements, or hereditaments for the purposes of the Company. May purchase Land, &c.
- (g) The Directors may borrow any sum of money upon promissory notes, bonds, or debentures, or upon mortgage of the lands, or any property of the Company, or any part thereof, on such terms as they shall think fit, and execute all necessary instruments. May Borrow.
- (h) The Directors may at any time grant leases, either at a rack rent, or for a premium with or without rent, for any term or terms of years, or with the consent of the Members at a General or Extraordinary Meeting, may absolutely sell, exchange, or surrender the whole or any part of the property which the Company may be possessed of or entitled to, whether in possession, reversion, remainder, or expectancy. Deal with Property.
- (i) They shall have power to prepare and frame rules and regulations for the internal management of any club or clubs, association or associations carried on by the Company on any of their lands, buildings, erections, hereditaments, and premises, or any part thereof, and for preserving order therein, and may from time to time rescind, alter, or vary the same, but such rules and regulations, when prepared and framed, and every alteration or variation thereof when made, shall continue in force only until the next General Meeting of the Company after such framing or making alteration or variation, unless submitted to and approved of by such Meeting. A copy of any such rules or regulations produced on behalf of the Company, club, or association, and purporting to be certified under the hands of the Secretary and two of the Directors of the Company as a correct copy, shall on all occasions and for all purposes be received as conclusive evidence of such rules or regulations, and that the same continued in force during the time stated in such certificate. Frame Rules.

Disqualification of Directors.

32. The office of a Director shall be vacated upon the happening of any of the following events in addition to those mentioned in Clause 57 of Table "A":— Disqualification.

- (a) If he compound with his creditors.

- (b) If he become of unsound mind, or be found a lunatic.
- (c) If he cease to hold the necessary qualification in Shares or Stock, or do not acquire the same within three months after election or appointment.
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (e) If he give the Company notice in writing that he resigns his office.

Rotation of Directors.

Directors to retire by rotation.

33. At the Ordinary General Meeting in the year 1897, and at the Ordinary General Meeting in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three, then the nearest number to, but not exceeding one third, shall retire from office.

Order of retirement.

34. The one-third, or other number nearest to one-third, to retire in the year 1897, and in the first and second years following 1897 shall be determined according to the number of votes received by each Director at the Ordinary General Meeting in the year 1896; the Directors receiving the lowest number of votes retiring first, and in the event of an equality of votes at the said Ordinary General Meeting shall, unless the Directors agree among themselves, be determined by ballot. And upon all occasions where several Directors have been in office an equal length of time, and some or one only of such Directors ought to retire, the Director or Directors to retire shall, in default of agreement, be determined by ballot. For the purposes of retirement by rotation a Director's term of office shall be computed from his most recent appointment.

Managing Director.

Power to appoint Managing Director.

35. The Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company, and may determine the powers he shall exercise, and may fix his or their remuneration either by way of salary or commission, or by giving a right to participation in the profits of the Company, or by a combination of two or more of those modes.

And remove.

36. Every Managing Director shall be liable to be dismissed or removed by the Board of Directors, and another person appointed in his place.

The Seal.

37. The Directors shall forthwith procure a Common Seal to be made for the Company, and shall as soon as the same is received, provide for the safe custody thereof. The Seal shall never be affixed to any document except by the express authority of a resolution of the Board of Directors, or of a Committee of Directors empowered thereto, and in the presence of at least two Directors, who shall affix their signatures to every document so sealed. The Directors may cause the Common Seal to be destroyed, and another substituted therefor.

Seal and
sealing.

Dividends.

38. Subject to the rights of the holders of any Shares entitled to any priority, preference, or special privilege, and to the provisions of Clause 31 (d) of these Articles, the net profits of the Company shall be divisible by way of Dividend among the Members in proportion to the amount paid up by them respectively on their Shares.

Dividends,
how payable.

39. The Directors may from time to time pay to the Members such Interim Dividend as appears to the Directors to be justified by the profits of the Company.

Interim
Dividend.

40. Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices are given to the Members, and all Dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

Notice of
Dividend.

Accounts.

41. A printed copy of the Annual Balance Sheet shall, seven days previously to the Annual General Meeting of the Company, be posted up in the Registered Office of the Company, and shall be open for the inspection of Members during the hours of business.

Printed copy
of balance
sheet.

Audit.

42. If any casual vacancy occurs in the office of any Auditor appointed by the Company, the Directors shall have the power to fill up such casual vacancy,

Casual
vacancy in
office of
Auditor.

and the Auditor so appointed shall remain in office until the next Annual General Meeting of the Company.

43. Every Auditor shall have a list delivered to him of all books kept by the Company, and shall at all reasonable times have access to the books and accounts of the Company. He may in relation to such accounts, examine the Directors or any other Officer of the Company.

Notices.

Members out
of United
Kingdom.

44. No Member shall be entitled to have a notice served on him at any address not within the United Kingdom, and any Member whose registered address is not within the United Kingdom may, by notice in writing, require the Company to register an address within the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. Any person not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received notice in due course, when such notice shall have been displayed in the office of the Company for the space of forty-eight hours.

Assets may be
distributed in
specie.

45. With the sanction of an Extraordinary Resolution of the Members, any part of the assets of the Company, including any Shares in other Companies, may be divided between the Members of the Company in specie in proportion to the Shares held by them, or may be vested in Trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

HORBURY LIBERAL CLUB COMPANY LIMITED.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Joshua Hamp Coleffe Jones, Horbury, Manufacturer.

George Thornton The Barn etc Horbury. Fruit Merchant.

William Dawson Quarry, West Cross Horbury
High Bailiff of County Court

George William Binnett Coburne, Horbury, Esq

Jacob Angerum Shephard Road Horbury Iron Worker

Ernos Lindell Horbury Contractor

John Robinson George Street Horbury
Ironworker

Dated the 25th day of April, 1895.

Witness to the above Signatures,

J. O. W. P. H.
Secy. Horbury.

DUPLICATE FOR THE FILE.

No. 43936 C.



N.L. 42945

Certificate of Incorporation

OF THE

Horbury Liberal Club Company, Limited

I hereby Certify, That the

Horbury Liberal Club Company, Limited

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London this *Twentyseventh* day of *April* One

Five
Thousand Eight Hundred and Ninety

Fees and Deed Stamps £ *3.5.0*

Stamp Duty on Capital £ *1.10.0*

Registrar of Joint Stock Companies.

Certificate received by *Joseph Rice for Colarke*
J. B. Lundell & Co
Serjeants Inn

Date