

NO. OF COMPANY

940624

16 OCT 1948  
RED

THE COMPANIES ACT, 1948.

Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.

*Pursuant to Section 15 (2)*

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY.

Bartlett's Footwear & Accessories Ltd. (Dudley)

LIMITED.

CAT. No. C.F. 41.

JORDAN & SONS,  
PRINTERS

Company Registration Agents, Printers & Publishers  
11, Clerkenwell Lane, W.C.2, and 13, Broad Street, W.1

Presented by



I, Samuel Wesley Chrimes,

of 65, High Street, Dudley, in the County of Worcester,

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~for purposes intended for the Articles of Association as a Director/Secretary,~~

of Bartlett's ~~FORBANKS AND ASSOCIATES LTD. (Dudley) Limited~~

LIMITED,

And that all the requirements of the Companies Act, 1948, 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 Dudley in the said County of Worcester.

the ~~Twenty~~ <sup>Twenty</sup> day of ~~August~~ <sup>August</sup> ~~sixty eight~~ <sup>sixty eight</sup>

One thousand nine hundred and ~~sixty eight~~ <sup>sixty eight</sup>  
before me,

Philip J. Monahan  
A Commissioner for Oaths (by)

Philip J. Monahan  
FORE.

Section 15 of The Companies Act, 1948.

15. (1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept

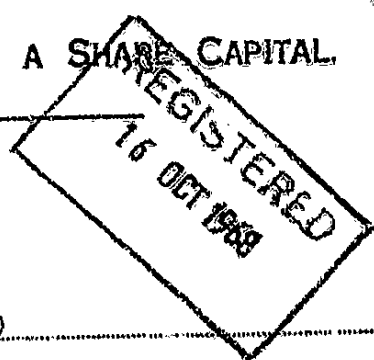
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11-10-68

940624/2

No. of COMPANY

COMPANY HAVING A SHARE CAPITAL



NAME OF

COMPANY Bartlett's (Dudley)

LIMITED.

# Statement of the Nominal Capital

*made pursuant to Section 112 of the Stamp Act, 1891.*

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 300

Signature R. Bartlett

Date 7.10.68 Description Director

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

CAT. No. C.A.25.

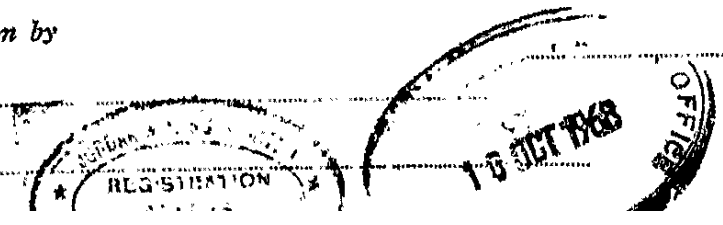
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**JORDAN & SONS,**  
LIMITED

*Company Registration Agents, Printers & Publishers,*  
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Document Filer's Reference

*Presented for registration by*



ALL MARGINS ARE RESERVED FOR BINDING, AND MUST NOT BE WRITTEN ACROSS.

12/

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

940624/3

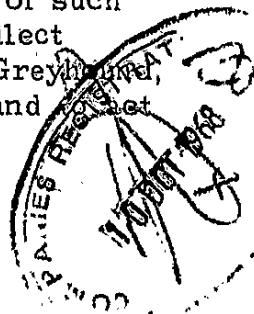
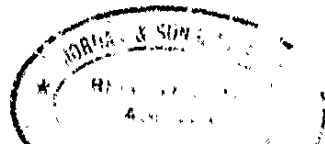
# Memorandum of Association

OF

BARTLETT'S (DUDLEY)  
LIMITED.



1. The Name of the Company is "BARTLETT'S (DUDLEY) LIMITED" ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The Objects for which the Company is established are:-
  - (A) To carry on the businesses of Football Pool Promoters, Commission Agents, Betting Office Proprietors; Turf Accountants and Bookmakers; to act as agents in the receipt and distribution of moneys invested or subscribed for the purposes of Greyhound and Horse Racing Betting, Football and other Pools, or distributable as the result of any such Pools, and to organise, manage and conduct Football and other Pools, conducted on the principal of the Totalisator or French Pari-Mutuel system or otherwise; and act as agents for the collection, receipt, transmission or payment of money and the placing or taking of bets, and generally to transact all kinds of agency and commission business; to fix and alter the subscription payable as the condition of admission to any Pool organised by the Company, and the regulations upon which persons shall be admitted to do business with the Company, and to manufacture, repair, maintain, buy, sell, import, export, loan, hire, let on hire, own, exhibit, operate, distribute and deal in Gaming, Coin and Slot Machines, Record Playing Machines, Amusement Equipment and Vending and Automatic Machines of every description, and all Apparatus, Appliances, Accessories and Materials required in connection therewith; to carry on all or any of the businesses of Advertising Specialists, Consultants and Contractors, Printers and Publishers, Stationers, Newsagents and Tobacconists, Racing Correspondents and Sports Editors.
  - (B) To promote, establish, arrange, organise and conduct competitions of all kinds, and to offer and grant prizes and rewards of such character on such terms as may seem expedient; to collect and disseminate information on all matters relating to Greyhound, and Horse Racing, Football and other Forms of betting and act as consultants and advisers in respect of such matters.



- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and receive the same, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as to be or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(W) To procure the Company to be registered or recognised in any part of the world.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited. ✓

5. The Share Capital of the Company is £300, divided into 300 Shares of £1 each. ✓



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>ROBERT JANISLAWS BARTLETT 23, SILVERTHORNE AVG TIPTON, STAFFS. <i>R. Bartlett.</i> DIRECTOR.</p>	<p>100. <i>X</i> One Hundred.</p>
<p>LESLIE WINSTON BARTLETT 25, HILLBANK TIVIDALE WARLEY, STAFFS. <i>L. Bartlett.</i> DIRECTOR.</p>	<p>100. <i>X</i> One Hundred.</p>
<p>WARWICK WINSTON BARTLETT 25 HILLBANK TIVIDALE WARLEY, STAFFS. <i>W.W. Bartlett.</i> DIRECTOR.</p>	<p>100. <i>X</i> One Hundred</p>
<p>== TOTAL SHARES TAKEN.</p>	<p>300</p>

Dated this 1<sup>st</sup> day of August 1968

Witness to the above Signatures :-

*John Brown*  
*John*  
*Barney*

COMPANY LIMITED BY SHARES

## Articles of Association

OF

BARTLETT'S (DUDLEY)

LIMITED.

### PRELIMINARY.

- 1 The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75 and 77 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clauses 1 and 6) in Part II of Table A shall also apply to the Company.

### SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £300 divided into Three Hundred Shares of £1 each.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.



7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### VOTES OF MEMBERS.

8. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

#### DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

10. The following persons shall be the first Directors of the Company:

Robert Stanislaus Bartlett,  
Leslie Winston Bartlett and  
Warwick Winston Bartlett.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

11. The qualification of every Director shall be the holding of at least One Share of the Company. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

12. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP.

14. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs

of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

KIRBY STANISLAUS BARTLETT  
23 SILVERTHORNE AVE  
TIPTON STAFFS.

K. Bartlett.

DIRECTOR.

LESLIE WINSTON BARTLETT  
25 HILLBANK  
TIVIDALE  
WARLEY WORCS.

DIRECTOR.

L. W. Bartlett.

NARWICK WINSTON BARTLETT  
25 HILLBANK.  
TIVIDALE  
WARLEY WORCS.

N. W. Bartlett.

DIRECTOR.

Dated this 11 day of August 1968

Witness to the above Signatures:-

Shirley

Shirley

Shirley



## CERTIFICATE OF INCORPORATION

No. **940624**

I hereby certify that

**BARTLETT'S (DUDLEY) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **16th OCTOBER, 1968.**

*Assistant Registrar of Companies*

The Companies Acts 1948 to 1967

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS

-of-

BARTLETT'S (DUDLEY) LIMITED

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Passed 23rd October 1973

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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 23rd October 1973 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered with regard to the objects of the Company by inserting between paragraphs (G) and (H) of Clause 3 of such Memorandum the following new paragraph (GG):-  
  
"(GG) To guarantee, support or secure, whether by personal covenant or by mortgage or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance and discharge of the obligations and liabilities of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948, or the Company's subsidiary as defined by the said section or another subsidiary of the Company's holding company or otherwise associated with the Company in business."
2. That the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the

exclusion of all the existing Articles thereof.

.....*[Signature]*.....  
Chairman of the Meeting



The Companies Acts 1948 to 1967

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COMPANY LIMITED BY SHARES

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NEW  
ARTICLES OF ASSOCIATION

-of-

BARTLETT'S (DUDLEY) LIMITED

(Adopted by Special Resolution passed  
on 23rd October 1973)

Evershed & Tomkinson  
Solicitors  
Birmingham  
B3 3LX

NEW  
ARTICLES OF ASSOCIATION

of

BARTLETT'S (DUDLEY) LIMITED

(Adopted by Special Resolution passed  
on 23rd October 1973)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 of Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A (and regulations 1, 3, 4 and 5 of Part II of Table A shall not apply to the Company.
3. In these Articles the expression "the Controlling Company means Tipton Turf Accountants Limited (No. 872711)
4. In these Articles:-

"Gresham" means Gresham Trust Limited.

"associate of Gresham" means any holding company for the time being of Gresham and any subsidiary of Gresham or of that holding company

SHARES

5. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant

options over or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

#### LIEN

6. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

#### TRANSFER AND TRANSMISSION

7. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
8. Notwithstanding any of the provisions of these Articles any share in the Company may be transferred at any time to Cushman or any associate of Cushman without restriction as to price or otherwise and the Directors of the Company shall be bound to register any transfer made in pursuance of the foregoing provisions of this Article but subject thereto the Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

#### GENERAL MEETINGS

9. 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. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
10. Regulation 34 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

#### VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or

vote and, on a poll, every member shall have one vote for each share of which he is the holder.

#### BORROWING POWERS

12. Subject as hereinafter provided the Directors may exercise all powers of the Company (whether expressed or implied) (a) of borrowing or securing the payment of money, (b) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts and (c) of mortgaging or charging the property, assets and uncalled capital of the Company and issuing debentures but so that except with the previous consent in writing of Gresham or of any associate of Gresham for the time being holding shares in the capital of the Controlling Company no mortgage or charge shall be created on any part of the undertaking property or assets of the Company or of any subsidiary of the Company nor shall the Company enter into any borrowing, loan, guarantee or other like arrangement.

#### DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. Subject to Article 14 the following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

13.1 Any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company, and

13.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board.

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 13.2 of this Article.

14. 14.1 Gresham and any associate of Gresham for the time being holding shares in the capital of the Controlling Company shall between them be entitled at any time and from time to time to appoint any one person as a Director of the Company and to remove from office any person so appointed and to appoint another person in his stead.
- 14.2 Any appointment or removal of a Director pursuant to Article 14.1 shall be effected by notice in writing to the Company signed by an authorised officer of Gresham or of such associate of Gresham as aforesaid and shall take effect at and from the time when such notice is lodged at the Registered Office of the Company or produced to a Meeting of the Directors of the Company.

qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

16. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 13 hereof to be a Director of the Company and to remove any Director of the Company (other than a Director appointed pursuant to Article 14 hereof) from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
17. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 13 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
18. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
19. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### POWERS AND DUTIES OF DIRECTORS

20. A Director may vote in respect of any contract or arrangement in which he is interested and he counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.
21. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation, insurance or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or of them or any class of them. The Directors

may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

22. The office of a Director shall be forthwith vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 16 or (where appropriate) Article 14.
- (7) If he ceases to be eligible under Article 13.

#### ROTATION OF DIRECTORS

23. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

24. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company.

#### ALTERATION TO ARTICLES OF ASSOCIATION

25. So long as Gresham or an associate of Gresham is the holder of a share in the capital of the Controlling Company no alteration of these Articles shall be effected without the consent in writing of Gresham or of that associate.

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This is the document referred to in Special Resolution Number 2 passed at an Extraordinary General Meeting of the Company duly convened and held on 23rd October 1973

.....

**COMPANY LIMITED BY SHARES**

**ORDINARY**

and

**SPECIAL RESOLUTIONS**

-of-

**BARTLETT'S (DUDLEY) LIMITED**

(Passed 23rd October 1973)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 23rd October 1973 the following Resolutions were duly passed as to Resolution No. 1 as an ORDINARY RESOLUTION and as to Resolution No. 2 as a SPECIAL RESOLUTION:-

**RESOLUTIONS**

Ordinary Resolution

1. That the capital of the Company be increased from £300 to £2,640 by the creation of 2,340 new Ordinary Shares of £1 each.

Special Resolution

2. That the sum of £2 340 representing part of the amount standing to the credit of the Company's reserves be capitalised and, notwithstanding the provisions of the Articles of Association of the Company (and so that this Resolution shall have over-riding effect as against the said Article), the application of such sum without any further resolution of the Directors in that behalf in paying up in full at par 2,340 new Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid to and amongst the holders of the Ordinary Shares of £1 each in the capital of the Company on the Register of Members at the close of business on 22nd October 1973 in the proportion of thirty nine new Ordinary Shares of £1 each for every five Ordinary Shares of £1 each held at that date, such new Ordinary Shares of £1 each to rank for all ordinary dividends declared after the date of this Meeting.

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25 OCT 1973  
OFFICE 14

No. of Company 940624

## THE COMPANIES ACTS 1948 to 1967

Notice and ~~Statement~~ of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

BARTLETT'S (DUDLEY)

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 23rd day of October 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 2,340 beyond the registered capital of £ 300

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
2,340	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The new Shares rank pari passu in all respects with the existing issued Ordinary Shares of the Company.

Signature *[Signature]*State whether Director or Secretary | Director *[Signature]*

Dated the 23rd day of October 1973

Presented by

Presentor's Reference 16/P.4895

Evershed &amp; Tomkinson

145 Great Charles Street

Birmingham B3 3LX

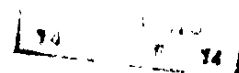
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State whether  
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are made or  
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be set out  
in any way





COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

BARTLETT'S (DUDLEY) LIMITED

✓  
STILL PRIVATE

Passed 23rd October 1973

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 23rd October 1973 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

68

RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered with regard to the objects of the Company by inserting between paragraphs (G) and (H) of Clause 3 of such Memorandum the following new paragraph (GG):-  
  
"(GG) To guarantee, support or secure, whether by personal covenant or by mortgage or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance and discharge of the obligations and liabilities of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948, or the Company's subsidiary as defined by the said section or another subsidiary of the Company's holding company or otherwise associated with the Company in business."
2. That the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the

exclusion of all the existing Articles thereof.

.....  
Chairman of the Meeting

Company: 940624

The Companies Acts 1948 to 1967

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

-of-

BARTLETT'S (DUDLEY) LIMITED

(Adopted by Special Resolution passed  
on 23rd October 1973)

Evershed & Tomkinson  
Solicitors  
Birmingham  
B3 3LX

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COMPANY LIMITED BY SHARES

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NEW  
ARTICLES OF ASSOCIATION

of

BARTLETT'S (DUDLEY) LIMITED

(Adopted by Special Resolution passed  
on 23rd October 1973)

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PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 of Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations 1, 3, 4 and 5 of Part II of Table A shall not apply to the Company.
3. In these Articles the expression "the Controlling Company" means Tipton Turf Accountants Limited (No. 872711)
4. In these Articles:-

"Gresham" means Gresham Trust Limited.

"associate of Gresham" means any holding company for the time being of Gresham and any subsidiary of Gresham or of that holding company

SHARES

5. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company and subject thereto the shares shall be at the disposal of the Directors who may allot, grant

options over or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

#### LIEN

6. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

#### TRANSFER AND TRANSMISSION

7. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
8. Notwithstanding any of the provisions of these Articles any share in the Company may be transferred at any time to Gresham or any associate of Gresham without restriction as to price or otherwise and the Directors of the Company shall be bound to register any transfer made in pursuance of the foregoing provisions of this Article but subject thereto the Directors may decline to register the transfer of any share other than a transfer which complies with Article 5 hereof and shall not be required or bound to state the reason for any refusal.

#### GENERAL MEETINGS

9. 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. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.
10. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

#### VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or

proxy not being himself a member shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

#### BORROWING POWERS

12. Subject as hereinafter provided the Directors may exercise all powers of the Company (whether expressed or implied) (a) of borrowing or securing the payment of money, (b) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts and (c) of mortgaging or charging the property, assets and uncalled capital of the Company and issuing debentures but so that except with the previous consent in writing of Gresham or of any associate of Gresham for the time being holding shares in the capital of the Controlling Company no mortgage or charge shall be created on any part of the undertaking property or assets of the Company or of any subsidiary of the Company nor shall the Company enter into any borrowing, loan, guarantee or other like arrangement.

#### DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. Subject to Article 14 the following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

- 13.1 Any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company, and
- 13.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board.

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 13.2 of this Article.

14. 14.1 Gresham and any associate of Gresham for the time being holding shares in the capital of the Controlling Company shall between them be entitled at any time and from time to time to appoint any one person as a Director of the Company and to remove from office any person so appointed and to appoint another person in his stead.
- 14.2 Any appointment or removal of a Director pursuant to Article 14.1 shall be effected by notice in writing to the Company signed by an authorised officer of Gresham or of such associate of Gresham as aforesaid and shall take effect at and from the time when such notice is lodged at the Registered Office of the Company or produced to a Meeting of the Directors of the Company.

15. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.
16. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 13 hereof to be a Director of the Company and to remove any Director of the Company (other than a Director appointed pursuant to Article 14 hereof) from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
17. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 13 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
18. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
19. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### POWERS AND DUTIES OF DIRECTORS

20. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.
21. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation, insurance or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to and of the relatives of them. The Directors

may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

22. The office of a Director shall be forthwith vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 16 or (where appropriate) Article 14.
- (7) If he ceases to be eligible under Article 13.

#### ROTATION OF DIRECTORS

23. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

24. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company.

#### ALTERATION TO ARTICLES OF ASSOCIATION

25. So long as Gresham or an associate of Gresham is the holder of a share in the capital of the Controlling Company no alteration of these Articles shall be effected without the consent in writing of Gresham or of that associate.

---

This is the document referred to in Special Resolution Number 2 passed at an Extraordinary General Meeting of the Company duly convened and held on 23rd October 1973



740644

BARTLETT'S (DUDLEY) LIMITED

MINUTES of an Extraordinary General Meeting of the Company  
held at Lombard House, 145 Great Charles Street, Birmingham  
B3 3LX on 23rd October 1973 at 11.15 a.m.

PRESENT:-

L.W. Bartlett Esq. (in the Chair) )  
R.S. Bartlett Esq. (also Secretary) ) Directors  
W.W. Bartlett Esq. )

IN ATTENDANCE:-

S. Wesley Chrimes Esq., Solicitor  
R.W. Hatton Esq. of Messrs. Coopers & Lybrand,  
Chartered Accountants.

1. With the consent of the Meeting, the Notice convening the Meeting, a copy of which is attached hereto, was taken as read.
2. The Secretary produced a form of consent to the holding of this Meeting at short notice signed by or on behalf of all the shareholders. He was requested to retain this with the Minutes.
3. The Chairman proposed and Mr. W.W. Bartlett seconded as an Ordinary Resolution of the Company the resolution numbered 1 set out in the Notice of Meeting.  
  
The resolution was then put to the vote, carried unanimously and declared by the Chairman to have been passed as an Ordinary Resolution of the Company.
4. The Chairman proposed and Mr. R.S. Bartlett seconded as a Special Resolution of the Company the resolution numbered 2 set out in the Notice of Meeting.  
  
The resolution was then put to the vote, carried unanimously and declared by the Chairman to have been passed as a Special Resolution of the Company.
5. The Chairman then signed the Resolutions.

BARTLETTS (DUDLEY) LIMITED

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the above-named Company will be held at Lombard House, 145 Great Charles Street, Birmingham B3 3LX on Tuesday, 23rd October 1973 at 12.20 p.m. when the following Resolutions will be proposed as Special Resolutions of the Company:-

RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered with regard to the objects of the Company by inserting between paragraphs (G) and (H) of Clause 3 of such Memorandum the following new paragraph (GG):-

"(GG) To guarantee, support or secure, whether by personal covenant or by mortgage or charging all or a part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance and discharge of the obligations and liabilities of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of, any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948, or the Company's subsidiary as defined by the said section or another subsidiary of the Company's holding company or otherwise associated with the Company in business."

2. That the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Dated 23rd October 1973.

By Order of the Board

  
R.S. BARTLETT

Secretary

Registered Office:

18 Market Place,  
Great Bridge,  
Tipton,  
Staffordshire.

Notes:

A member who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and, on a poll, vote in stead of him. A proxy need not also be a member of the Company.

## CONSENT TO SHORT NOTICE

We, being all the holders of the issued share capital of the above-named Company and entitled to attend and vote at the Extraordinary General Meeting of the said Company convened by this Notice, HEREBY AGREE that:-

- (a) The said Meeting shall be deemed to have been duly called notwithstanding that shorter notice than that specified in Section 133 of the Companies Act 1948 or in the Company's Articles of Association has been given therefor, and
- (b) the Special Resolutions set out in this Notice of Meeting may be proposed and passed as Special Resolutions notwithstanding that less than 21 days notice of such Meeting has been given.

Dated 23rd October 1973.

Name of Shareholder

Signature

For and on behalf of Tipton  
Turf Accountants Limited

TIPTON TURF ACCOUNTANTS  
LIMITED

.....  
Director

W.W. BARTLETT

.....  
Warrick W Bartlett

BARTLETT'S (DUDLEY) LIMITED

MINUTES of an Extraordinary General Meeting of the Company held at Lombard House, 145 Great Charles Street, Birmingham B3 3LX on 23rd October 1973 at 12.20 p.m.

PRESENT:-

L.W. Bartlett Esq. (in the Chair)  
representing Tipton Turf Accountants Limited  
W.W. Bartlett Esq.

IN ATTENDANCE:-

R.S. Bartlett Esq. (Secretary)  
S. Wesley Chrimes Esq., Solicitor  
R.W. Hatton Esq. c/o Messrs. Coopers & Lybrand,  
Chartered Accountants

1. With the consent of the Meeting, the Notice convening the Meeting, a copy of which is attached hereto, was taken as read.
2. The Secretary produced a form of consent to the holding of this Meeting at short notice signed by or on behalf of all the shareholders. He was requested to retain this with the Minutes.
3. The Chairman proposed and Mr. W.W. Bartlett seconded as a Special Resolution of the Company the resolution numbered 1 set out in the Notice of Meeting.  
  
The resolution was then put to the vote, carried unanimously and declared by the Chairman to have been passed as a Special Resolution of the Company.
4. The Chairman proposed and Mr. W.W. Bartlett seconded as a Special Resolution of the Company the resolution numbered 2 set out in the Notice of Meeting.  
  
The resolution was then put to the vote, carried unanimously and declared by the Chairman to have been passed as a Special Resolution of the Company.

5. The Chairman then signed the Special Resolutions.

# BARTLETTS (DUDLEY) LIMITED

MINUTES of a Meeting of the Directors held at Lombard House, 145 Great Charles Street, Birmingham B3 3LX on 23rd October 1973 commencing at 11.10 a.m.

PRESENT:-

L.W. Bartlett Esq. (in the Chair)  
R.S. Bartlett Esq. (also Secretary)  
W.W. Bartlett Esq.

IN ATTENDANCE:-

S. Wesley Christmas Esq., Solicitor  
R.W. Hatton Esq. of Messrs. Coopers  
& Lybrand,  
Chartered Accountants.

PART I

1. IT WAS RESOLVED to recommend to shareholders the capitalisation of the sum of £2,340 from the Company's reserves and the application of such sum in paying up 2,340 new Ordinary Shares of £1 each for allotment to the shareholders registered at the close of business on 22nd October 1973 in the proportion of thirty nine new Ordinary Shares of £1 each for every five Ordinary Shares of £1 each held at that date.
2. It was agreed that the necessary increase of the capital of the Company from £300 to £2,640 by the creation of an additional 2,340 Ordinary Shares of £1 each be recommended to the shareholders. A form of Notice of Extraordinary General Meeting to be held forthwith at which the necessary resolutions to effect the above would be proposed was considered and approved and the Secretary was authorised and requested to sign the Notice, to despatch it forthwith to all shareholders and to obtain their consent to the holding of the Meeting on short notice.

The Meeting was then adjourned.

## PART II

3. On the Meeting being reconvened, the Chairman reported that the Extraordinary General Meeting convened for 11.15 a.m. that day had been duly held and that the Ordinary and Special Resolutions set out in the Notice convening that Meeting had been duly passed.
4. Pursuant to the resolution for capitalisation passed at the said Extraordinary General Meeting and to the provisions of the Articles of Association of the Company IT WAS RESOLVED as follows:-
- 4.1 That the 2,340 new Ordinary Shares of £1 each in the capital of the Company referred to in such resolution be allotted and distributed credited as fully paid to and amongst the holders of the Ordinary Shares of £1 each in the capital of the Company on the Register of Members at the close of business on 22nd October 1973 in the proportion of thirty nine new Ordinary Shares of £1 each for every five Ordinary Shares of £1 each held at that date.
- 4.2 That the said 2,340 new Ordinary Shares of £1 each be allotted subject to the Memorandum and Articles of Association of the Company.
5. The Secretary reported that, at the close of business on 22nd October 1973, the persons named in column 1 below were registered as the holders of the number of Ordinary Shares of £1 each specified opposite their respective names in column 2 below and that they were accordingly respectively entitled to the number of new Ordinary Shares of £1 each under the capitalisation resolution specified opposite their names in column 3 below:-

1	2	3
Name of Shareholder	No. of £1 Ordinary Shares held on 22nd October 1973	No. of new Ordinary Shares of £1 each to be allotted
L.W.Bartlett	100	780
R.S. Bartlett	100	780
W.W.Bartlett	<u>100</u>	<u>780</u>
	<u>300</u>	<u>2,340</u>

6. The Secretary then produced the following documents to the Meeting:-

- 6.1 A print of the Resolutions passed at the Extraordinary General Meeting.
- 6.2 Companies Forms 10/10A and 82.
- 6.3 A Return of Allotments (Form PUC 7) showing the issue and allotment of 2,340 Ordinary Shares of £1 each referred to in Minute 5 above.

These were approved, signed by the Chairman and handed to the Secretary who undertook to arrange for them to be filed at the Companies Registry.

The Meeting was then adjourned.

### PART III

7. On the Meeting being reconvened, there were produced to the Meeting the undermentioned transfers of Ordinary Shares of £1 each in the capital of the Company, together with share certificates in respect thereof:-

<u>Name of transferor</u>	<u>Name and Address of transferee</u>	<u>No. of Ordinary Shares transferred</u>
L.W. Bartlett	Tipton Turf Accountants Limited 18 Market Place Great Bridge Tipton Staffordshire	880
R.S. Bartlett	-ditto-	880
W.W. Bartlett	-ditto-	879
		<u>2,639</u>

IT WAS RESOLVED that subject to stamping, the above-mentioned transfers be approved and that the transferee be entered on the Register of Members as the holder of the shares comprised therein. It was noted that by virtue of such transfers the Company had become a subsidiary of Tipton Turf Accountants Limited.

8. IT WAS RESOLVED that the sealing by the Company of a Deed of Indemnity (in duplicate) in connection with the acquisition by Tipton Turf Accountants Limited of the whole of the Company's issued share capital (a copy of which was produced to the Meeting and initialled by the Chairman for identification) be ratified.

9. It was agreed to recommend to shareholders the following:-

- 9.1 The alteration of the Company's Memorandum of Association with regard to its objects.
- 9.2 The adoption of new Articles of Association appropriate to the Company's position as a subsidiary of Tipton Turf Accountants Limited.

A form of Notice of Extraordinary General Meeting to be held forthwith, at which the necessary resolutions to effect the above would be proposed, was considered and approved and the Secretary was authorised and requested to sign the Notice, to despatch it forthwith to all shareholders and to obtain their consent to the holding of the Meeting on short notice.

The Meeting was then adjourned.



10. On the Meeting being reconvened, the Chairman reported that the Extraordinary General Meeting convened for 12.20 p.m. that day had been duly held and that the Special Resolutions set out in the Notice convening that Meeting had in each case been duly passed. The Secretary produced a print of the Resolutions passed at the Extraordinary General Meeting; this was approved, signed by the Chairman and handed to the Secretary who undertook to arrange for it to be filed at the Companies Registry.
11. The Chairman reported that Tipton Turf Accountants Limited, the Company's parent company, had entered into certain loan arrangements with Gresham Trust Limited, such loan arrangements being intended to be used for the benefit of the Group as a whole. As a condition of such loan arrangements, the Company was required to enter into a Deed of Guarantee and a Deed of Charge in favour of Gresham Trust Limited, in each case in the form of the Deed produced to the Meeting. IT WAS RESOLVED that such arrangements were for the benefit of the Company and accordingly that such Deeds be approved and the Common Seal of the Company affixed thereto and that the Secretary be instructed to deliver them to Gresham Trust Limited.
12. Each of the Directors confirmed that he had agreed that the amount due to him from the Company on loan account (as shown opposite his name in column 2 below) should not be repaid save with the prior written consent of Gresham Trust Limited and that any interest from time to time payable on such amount or any part thereof should not be paid unless and until there had been paid in full all interest and other charges and moneys from time to time due to Gresham Trust Limited either by Tipton Turf Accountants Limited pursuant to the terms of the said loan arrangements or by the Company pursuant to the said Deed of Guarantee together with all dividends from time to time due to Wren Investments Limited in respect of its 9,000 Convertible Preferred Ordinary Shares of £1 each in the capital of Tipton Turf Accountants Limited.

1 Name of Director	2 Amount outstanding on loan account £
L.W. Bartlett	NIL
R.S. Bartlett	NIL
W.W. Bartlett	NIL
	<u>NIL</u>

13. The following Share Certificates were then produced to the Meeting:-

In favour of Tipton Turf Accountants Limited for 2,639 Ordinary Shares of £1 each of the Company

In favour of Warwick Winston Bartlett for 1 Ordinary Share of £1 of the Company

These were approved and IT WAS RESOLVED that the Common Seal of the Company be affixed thereto. The certificates were then sealed and counter-signed and handed to the Secretary for distribution.

14. There was then laid on the table an engrossment in triplicate of a Deed of Postponement made between (1) Midland Bank Limited (2) Gresham Trust Limited (3) Tipton Turf Accountants Limited (4) the Company and (5) Barry Slaney (Racing) Limited. This was approved and IT WAS RESOLVED that the Common Seal of the Company be affixed thereto.

There being no further business, the Meeting was then closed.

*T.W. Bartlett*



Peat, Marwick, Mitchell & Co.

45 Church Street  
Birmingham, B3 2DL  
Telephone: 021-233 1666  
Telex: 337774  
Telegrams: VERITATEM BIRMINGHAM

RECEIVED 5 JUN 1982

Our Ref. JAH/1/MRB/AMC  
Your Ref.

3rd June 1982

The Directors,  
Bartletts (Dudley) Limited,  
3 Carters Green,  
West Bromwich,  
West Midlands  
B70 9QP

940624

42

Dear Sirs,

Bartletts (Dudley) Limited

We hereby tender our resignation as auditors to the above company.

We confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Peat Marwick Mitchell*



J. K. Adcock  
F. D. Cox  
J. D. Leate  
H. J. McLuskey

J. A. Hall  
D. P. Calcutt  
S. A. Hunt  
A. F. Jones

R. J. Dickens  
M. B. Squires  
D. Zissman  
R. G. Nouke

A. P. Knight  
C. H. Barrie  
J. M. Crevas  
R. P. Murchant

R. J. Archer  
T. A. E. Brookes  
J. G. I. Moore

J. P. Grenside C.B.E.  
W. B. S. Walker

## THE COMPANIES ACTS 1948 TO 1981

# A

## Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3 (2) of the Companies Act 1976

3a

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

\*delete if inappropriate

**Note**

Please read notes 1 to 5 overleaf before completing this form

To the Registrar of Companies

For official use

150

Company number

940624

Name of company

BARTLETTS DUDLEY

Limited \*

hereby gives you notice in accordance with section 3 (2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below :

Day Month

2 8 0 2

†delete as appropriate

The previous accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

2 8 0 2 1 9 8 4

‡delete as appropriate

The company is a [subsidiary] [holding company]‡ of BARTLETTS INVESTMENTS LIMITED

, company number 1407262

the accounting reference date of which is 28th February

Signed

*M. J. M. R. S.*

[Director] [Secretary]§ Date 21/5/1984

Presenter's name, address and reference (if any) :

RYLAND, MARTINEAU & CO  
41 CHURCH STREET  
BIRMINGHAM  
B3 2DY

REF: JJM/TEC 2434-003-5

For official use

General section

Post room



# A

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

THE COMPANIES ACTS 1948 TO 1981

## Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Form No. 3

# 3

To the Registrar of Companies

For official use

Company number

53

940624

Name of company

Bartlett's (Dudley)

Limited\*

\*delete if  
inappropriate

### Note

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 0 0 9

\*delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 0 0 9 1 9 8 4

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

\*delete as  
appropriate

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

\*delete as  
appropriate

Signed

[Director] [Secretary] Date

9 AUG 1984

Presenter's name, address and  
reference (if any):

Mrs. G. F. McCormack,  
Goral Racing Limited,  
Globe House, Vicarage Drive, BARKING, Essex.

For official use

General section

Post room



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Company Information and Information Services Stationers and Publishers  
Jordan House, 47 Bunswick Place, London N1 6EF Telephone 01-2533030 Telex: 261010

1875 140024

15

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

BARTLETT'S (DUDLEY) LIMITED

PASSED ON THURSDAY 20TH SEPTEMBER, 1984

At an Extraordinary General Meeting  
of the Members of the Company  
duly convened and held on  
20th September, 1984  
the Resolution set out below was passed as a Special Resolution

R E S O L U T I O N

That the regulations contained in the printed document  
submitted to the Meeting  
and for the purpose of identification certified by the Chairman  
be adopted as the Memorandum & Articles of Association  
of the Company  
a substitution for and to the exclusion of  
any existing Memorandum & Articles of Association

K R Tucker



---

THE COMPANIES ACTS 1948 TO 1981

---

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COMPANY LIMITED BY SHARES

---

M E M O R A N D U M

(Altered by Special Resolution passed on 20th September, 1984)

-c-

A R T I C L E S   O F   A S S O C I A T I O N

(Adopted by Special Resolution passed on 20th September, 1984)

-of-

BARTLETT'S (DUDLEY) LIMITED

---

Incorporated the Sixteenth day of October, 1968

---

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Number 940624

---



CERTIFICATE

This is the printed document referred to in the  
Special Resolution  
-of-

**BARTLETT'S (DUDLEY) LIMITED**

passed at the Extraordinary General Meeting  
of the Members of the Company  
held on  
20th September, 1984

K R Tucker  
Chairman



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**THE COMPANIES ACTS 1948 TO 1981**

---

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

-of-

**BARTLETT'S (DUDLEY) LIMITED**

(Altered by Special Resolution passed on 20th September, 1984)

- 
1. The name of the Company is "BARTLETT'S (DUDLEY) LIMITED".
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are :-
    - (A) To carry on all or any of the businesses of brewers, distillers, hoteliers, innkeepers, restaurateurs, caterers, manufacturers of and importers, exporters and dealers (both wholesale and retail) in beer, wine, spirits, beverages and other drink (alcoholic and non-alcoholic), tobacco, food of all types and the ingredients therefor, proprietors, promoters and operators of leisure facilities and activities (including without limitation casinos, licensed betting offices, greyhound tracks, bingo halls, holiday camps, amusement arcades, amusement machines, gambling, raffles and lotteries) and to carry on any related activities, in each case whether as principal, agent, manager, licensee, administrator, manufacturer, sponsor, consultant or otherwise howsoever.
    - (B) To acquire, hold, dispose of and deal in the shares and other securities of other companies and to act as an investment holding company and as such to control and co-ordinate the business of any companies in which the Company is for the time being interested.
    - (C) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

- (D) To subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with any shares or other securities or investments of any nature and any options or rights in respect thereof and to buy and sell foreign exchange.
- (E) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (F) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- (G) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person and to contribute to or assist in or carry out any part of any such operation.
- (H) To amalgamate or enter into partnership or any joint venture or profit sharing arrangement or other association with any company, firm or person.
- (I) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (J) To promote or join in the promotion of any company whether or not having objects similar to those of the Company.
- (K) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other securities of any description.
- (L) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

- (M) To guarantee or give indemnities or provide security whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company or by all or any such methods for the performance of any contracts or obligations and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities of any company, firm or person including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (N) To issue any securities which the Company has the power to issue for any purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (O) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for shares or other securities whether fully or partly paid up.
- (P) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (Q) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its Members.
- (R) To establish and maintain or contribute to any pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the company or any such holding company or otherwise is allied to or associated with the Company or who are or were at any time Directors or officers of the Company or of any such other company and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any clubs, funds, institutions or associations which may be thought likely to benefit any such persons or to further the interests of the Company or of any such other company; to make payments for or towards the insurance of any such persons.

- (S) To establish and maintain and to contribute to any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees or those of its subsidiary or holding company or subsidiary of its holding company or by or for the benefit of such other persons as may for the time being be permitted by law or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies and so far as for the time being permitted by law to lend money to the Company's employees (other than Directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (T) To distribute among Members of the Company in specie or otherwise by way of dividend or bonus or by way of reduction of capital all or any of the property or assets of the Company or any proceeds of sale or other disposal of any property or assets of the Company with and subject to any incident authorised and consent required by law.
- (U) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through agents, trustees, subsidiary companies or otherwise and either alone or in conjunction with others.
- (V) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £2,640.00 -divided into- 2,640 Ordinary Shares of £1.00 each.

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**THE COMPANIES ACTS 1948 TO 1981**

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**COMPANY LIMITED BY SHARES**

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**BASS GROUP STANDARD FORM**

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**ARTICLES OF ASSOCIATION**

-of-

**BARTLETT'S (DUDLEY) LIMITED**

(Adopted by Special Resolution passed on 20th September, 1984)

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**PRELIMINARY**

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (as amended so as to effect companies first registered on the date of the adoption of these Articles) shall except as hereinafter provided and so far as not inconsistent with the provisions of these Articles apply to the Company. References herein to Regulations are Regulations in Part 1 of the said Table A unless otherwise stated. The Regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

**SHARE CAPITAL**

2. Subject to Section 14 of the Companies Act 1980 all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.
3. Regulation 3 shall be modified by the addition at the end thereof of the words "and subject as aforesaid may purchase any of its own shares (including redeemable shares)".

## TRANSFER OF SHARES

4. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.
5. Subject to the provisions of Regulation 24 any share may at any time be transferred to a person who is already a Member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).
6. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

## PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any General Meeting by the Chairman or by any Member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.
8. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and where it is signed on behalf of the appointor by an attorney the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or if no place is so specified at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of a poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of but in any event before the time appointed for holding the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.
9. A resolution in writing signed by the holders of the whole of the issued shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form each signed by one or more persons but a Resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation, the Resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 73A shall be modified accordingly.

## DIRECTORS

10. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at General Meetings.
12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such Resolution otherwise provides) be divisible among the Directors as they may agree or failing agreement equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of the remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.
13. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.
14. A Director may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a Member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulation 84 other than paragraph (1) thereof shall not apply.
15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or for committees of the Directors. Regulation 86 shall be modified accordingly.
16. The office of a Director shall be vacated if any of the events specified in Regulation 88 save that paragraph (f) of such Regulation shall not apply. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as a Director but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

17. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of Regulations 95 and 97 shall not apply.
18. The Directors may delegate any of their powers or discretions to committees consisting of one or more of their body and if thought fit one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 shall not apply.
19. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 shall not apply.
20. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

#### ALTERNATE DIRECTORS

21. (A) Any Director may at any time by writing under his hand and deposited at the registered office or delivered at a meeting of the Directors appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment unless previously approved by the Directors shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director of more than one Director.
- (B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director.



If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

- (D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### NOTICES

22. Any notice or document (including a Share Certificate) may be served on or delivered to any Member of the Company either personally or by sending it through the post in a prepaid cover addressed to such Member at his registered address or (if he has no registered address within the United Kingdom) to the address (if any) within the United Kingdom supplied by him to the Company as his address for the service of notice or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or where second-class mail is employed forty-eight hours) after the time when the cover containing the same is posted and in providing such service or delivery it shall be sufficient to prove that such cover was properly addressed stamped and posted. Regulation 131 shall not apply.

#### INDEMNITY

23. Subject to the provisions of and so far as may be permitted by law every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings (civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 136 shall not apply.

## OVERRIDING PROVISIONS

4. Whenever **BASS PUBLIC LIMITED COMPANY** number 913450 (hereinafter called "the Parent Company") or any subsidiary of the Parent Company shall be the holder of not less than ninety percent of the issued shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles :-

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.
- (B) No unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company.
- (C) Any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

J51

(COPY)

(1)

**resolution**

Company Number

9 4 0 6 2 4

pursuant to sections 376 and 377 of the Companies Act 1985

of Bartlett's (Dudley)

..... Limited  
Passed the 1st day of July 1987  
Annual


At an Extraordinary General Meeting of the members of the above-named company, duly  
convened and held at Glebe House, Vicarage Drive, Barking,  
Essex, IG11 7NS

on the 1st day of July 1987

the following (1) **SPECIAL RESOLUTION** was duly passed:—

(2)

IT WAS RESOLVED THAT in accordance with Section  
252 of the Companies Act, 1985 the Company being a  
Dormant Company within the meaning of the said  
Section, Section 384 of the Companies Act, 1985  
shall not apply and accordingly no Auditors shall  
be appointed.

  
Chairman



**J51**

(COPY)

(1) SPECIAL

**resolution**

Company Number

9 4 0 6 2 4

pursuant to sections 376 and 377 of the Companies Act 1985  
Bartlett's (Dudley)

of ..... Limited  
..... 9th ..... day of ..... JUNE ..... 19 88

Passed the ..... day of .....  
At an ~~Extraordinary~~ ANNUAL General Meeting of the members of the above-named company, duly  
convened and held at ..... Glebe House, Vicarage Drive, Barking, Essex

on the ..... 9th ..... day of ..... JUNE ..... 19 88

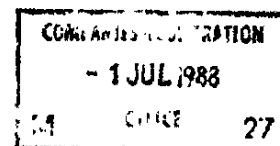
the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

IT WAS RESOLVED THAT in accordance  
with Section 252 of the Companies  
Act, 1985 the Company being a  
Dormant Company within the meaning  
of the said Section, Section 384  
of the Companies Act, 1985 shall  
not apply and accordingly no  
Auditors shall be appointed.

*M. S. Jones*

Chairman



Jordan  
JORDAN & SON, LIMITED  
INCORPORATED IN ENGLAND  
25, ABchurch Lane  
LONDON, E.C.4A 3DF



NOTES  
to be  
signed

Resolution of Extraordinary Nature (as the case may be)  
to be signed by the Chairman of the Meeting or a Director or the Secretary of the Company and