

THE COMPANIES ACT, 1948.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance

requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said
behalf of a Company proposed to be registered as _____

J. S. PETERS & SON

LIMITED.

ARTHUR JEFFREYS EVERTON

Cherry Street in the City of Birmingham

I do hereby and sincerely declare that I am a Solicitor of the Supreme
Court engaged in the formation _____

(* Here insert
either "A Solicitor
of the Supreme
Court engaged in
the formation," or
"A person named
in the Articles of
Association
as a Director (or
Secretary) which
ever the case."

J. S. PETERS & SON

Limited,

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.
I make this solemn Declaration conscientiously believing the same to be true and by
the provisions of the "Statutory Declarations Act, 1835."

at BIRMINGHAM IN THE COUNTY OF _____

on _____

on the _____ day of November

and nine hundred and fifty _____

Derrick Sloan

A Commissioner for Oaths.

REGISTERED

12 NOV 1957

ad for registration by _____

SHAW & BLAKE, LTD.
8, Bell Yard, Temple Bar,
LONDON, W.C.2

: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

REGISTERED

12 NOV 1957

THE NOMINAL CAPITAL OF

J. S. PETERS & SON

LIMITED,

is FIVE THOUSAND Pounds, divided
into FIVE THOUSAND Shares of ONE POUND each.

Signature

Description

DIRECTOR.

(State whether Director or Secretary)

Dated the 31st day of OCTOBER 1957.

Presented for registration by

SHAW & BLAKE
8, Bell Yard, Temple Bar, London, W.C.2

TELEPHONE: HOLBORN 3635 (3 lines).

TELEGRAMS: "DUNTERYME, ESTIMAND; LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2



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THE COMPANIES ACT, 1948.

REGISTERED

12 NOV 1957

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

J. S. PETERS & SON LIMITED.

1. The name of the Company is "J. S. PETERS & SON 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 business of library-contractors, book-sellers, publishers, stationers, printers, bookbinders, suppliers of library requisites and newsagents and to undertake printing and photographic work by every process and to deal in toys and games, greeting cards, office furniture, equipment, machinery, accessories and components and writing materials and office requisites of all kinds generally dealt with by printers and stationers.
- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal,

SEAN & BLAKE, LTD.
100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

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movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise, letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with, or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration, any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants and negotiable instruments of all kinds.
- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture

stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.

- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £5,000, divided into 5,000 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	Number of Shares taken by each Subscriber
<i>John Sheldon Peters.</i> <i>596 Warwick Road</i> <i>Solihull</i> <i>Warwickshire</i> <i>Bookseller</i>	<i>one</i>
<i>Jeffrey Archibald Ritchie</i> <i>96 Donnington Road</i> <i>London N. W. 10.</i> <i>Bookseller</i>	<i>one</i>

DATED this 31st day of October

1957.

WITNESS to the above signatures:—

W. J. Cryer
23, Kenneth Hill,
Birmingham 4.
Chartered Accountant.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

12 NOV 1957

Articles of Association

OF

J. S. PETERS & SON LIMITED.

PRELIMINARY.

1. The Regulations set out in Table A Part I and Part II of the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 24, 53, 75, 84 and 88 of Part I of Table A shall not apply to the Company.

CAPITAL.

3. The initial share capital of the Company is £5,000, divided into 5,000 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS.

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSFER AND TRANSMISSION OF SHARES.

7. All shares in the Company shall be transferable and transmissible only in accordance with and subject to the conditions following:—

- (1) A share may be transferred by a member or other person entitled to transfer (other than an employee to whom Sub-clause (7) hereof applies) to any member selected by the transferor, but no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the price fixed as herein after mentioned subject always to the provisions of Article 3 of Table A Part II and Article 8 hereof.
- (2) Except where the transfer is made pursuant to Sub-clause (7) hereof, the person proposing to transfer any shares (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall be unconditional but may specify the sum he fixes as the price and shall constitute the Company his agent for the sale of the share to any member of the Company (or person selected as aforesaid) at the price so fixed or at the option of the purchaser at the fair price to be fixed by the Auditors in accordance with this Article. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.
- (3) If the Company shall, within the space of twenty-eight days after being served with such notice, find a member (or person selected as aforesaid) willing to purchase the share (hereinafter called "the purchasing member") and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the price so fixed or of the fair value, to transfer the share to the purchasing member.

- (4) In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share the Auditors for the time being of the Company shall, on the application of either party, certify in writing the sum which in their opinion is the fair value and such sum shall be deemed to be the fair value, and in so certifying the Auditors shall be considered to be acting as experts and not as arbitrators and accordingly the Arbitration Act 1950 shall not apply.
- (5) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the Register as the holder of the share and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (6) If the Company shall not, within the space of twenty-eight days after being served with the transfer notice, find a member (or person selected as aforesaid) willing to purchase the shares and give notice in manner aforesaid the proposing transferor shall at any time, within three calendar months afterwards, be at liberty, subject to Article 3 of Table A Part II, to sell and transfer the shares (or those not placed) to any person at a price not less than that named in the transfer notice.
- (7) In case any person in the employment or service of the Company whether as a Director or otherwise (other than John Sheldon Peters and Ellen Mary Peters and their lineal descendants) shall at the date when he ceased to be an employee (by death or otherwise) be a holder of shares of any class in the Company such shares shall be deemed as on that date to have been offered to John Sheldon Peters or his lineal descendants for purchase at the fair value to be fixed by the Auditors as hereinafter mentioned, and if the said John Sheldon Peters or his lineal descendants shall, before the expiration of three calendar months from that date, give a notice in writing to such shareholder or his legal personal representatives, as the case may be, addressed to him or them at his or their registered address stating that any member or any nominee selected by them desires or desire to purchase the said shares or any of them, then such shareholder or his legal personal representatives, as the case may be, shall be bound, upon payment of such value, to transfer such shares to and take all other necessary steps for vesting the same in such member or nominee as aforesaid.

- (8) Subject to the provisions of the Act, the Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice given to the Company pursuant to Sub-clause (2) hereof or any shares deemed to have been offered to the Directors under Sub-clause (7) hereof shall be offered to the members and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined the rights of purchase shall, subject to any agreement between them, be apportioned among the members as near as may be according to their holdings of Ordinary shares. Any member may declare his willingness to acquire more shares than his original proportion and such declaration shall become operative as to any shares not acquired by the other members under this clause.

8. Any share of the said John Sheldon Peters may be transferred by him or by his executors or administrators to any trustees appointed in connection with his estate, his wife or to any of his lineal descendants and Article 3 of Table A Part II shall not apply to any transfer authorised by this Article.

PROCEEDINGS AT 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; save as herein otherwise provided two members present in person shall be a quorum.

10. In Sub-clause (b) of Article 58 of Table A the word "one" shall be substituted for the word "three".

DIRECTORS.

11. The number of Directors shall not be less than two or more than six and the first Directors of the Company shall be the said John Sheldon Peters and Joffre French Riches and the said John Sheldon Peters shall be a permanent Director of the Company and shall be entitled to hold such office as long as he shall live subject to Clause 15 hereof and to Clause 96 of Table A and shall not be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors.

POWERS AND DUTIES OF DIRECTORS.

12. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the

Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

15. The office of Director shall be vacated if the Director :—

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS.

16. The proviso to Regulation 70 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS.

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, be automatically determined if he cease from any cause to be a Director.

18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY.

19. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may, subject to the terms of any agreement between him and the Company, be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term, at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES.

20. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Sheldon Peters
596 Warwick Road
Solihull
Warwickshire
Bookseller

Joseph Frank Ricks
96 Gunnington Court
London N.W.10.
Bookkeeper.

DATED this 31st day of October 1957.

WITNESS to the above Signatures—

W. Longman,
22, Abchurch Lane,
London, E.C. 4.
Chartered Accountant.

DUPLICATE FOR THE FILE

No. 593484



Certificate of Incorporation

I Hereby Certify That

J.S. PETERS & SON LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Twelfth** day of

November

One Thousand Nine Hundred and Fifty seven.

L. R. (and for)
Registrar of Companies

Certificate
received by

Date

12/11/57