

THE COMPANIES ACT, 1948.

5/2/84

481406/

108

COMPANY LIMITED BY SHARES.

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# Memorandum

AND

## Articles of Association

OF

# John Lewis Partnership Trust Limited.

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Incorporated the 24th day of April, 1950



CLIFFORD-TURNER & CO.,  
11, Old Jewry,  
London, E.C.2.



Certificate of Incorporation  
OF  
John Lewis Partnership Trust  
LIMITED.

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I HEREBY CERTIFY that JOHN LEWIS PARTNERSHIP  
TRUST LIMITED is this day Incorporated under the Companies Act,  
1948, and that the Company is Limited.

GIVEN under my hand at London, this Twenty-fourth day of  
April, One thousand nine hundred and fifty.

J. D. TODD,  
Registrar of Companies.

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

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## **Memorandum of Association**

OF

### **John Lewis Partnership Trust LIMITED.**

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1. The name of the Company is "JOHN LEWIS PARTNERSHIP TRUST LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (A) To undertake the office of trustee, executor, administrator, treasurer, registrar, secretary, liquidator, receiver, manager, committee or attorney and generally to undertake, perform and discharge any trust or agency business and any office of trust or confidence.
  - (B) (i) To enter into as Trustee and carry into effect with or without modification a Deed of Settlement to be made between John Spedan Lewis of the one part and the Company of the other part whereby the said John Spedan Lewis intends to settle all that his share and interest in 12,000 Deferred Ordinary Shares of £1 each in John Lewis Partnership Limited as therein provided and

COMPANY NUMBER: 481406

**NOTICE OF MISSING PAGES  
FROM A DOCUMENT ON THE  
MICROFICHE RECORD.**

COMPANY NAME: JOHN LEWIS PARTNERSHIP TRUST LIMITED

PAGES MISSING: PAGES 2+3 OF MEMORANDUM OF ASSOCIATION

Companies House regrets that the pages, listed above, which form part of this company's microfiche record are not available for public inspection.

Their absence has been noted, but steps taken to replace them have unfortunately proved unsuccessful.

Please DO NOT submit a microfiche complaints form ML7 in respect of this notice.

*P.A. Donovan*

Paul Donovan,  
Customer Complaints Section

DATED: 17/5/98

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- (ii) To promote, uphold and maintain the Constitution of the John Lewis Partnership when adopted by the Board of John Lewis Partnership Ltd. and in the form agreed a copy of which has been signed by John Spedan Lewis for identification and as from time to time amended as therein provided.
- (c) To exercise all such powers and discretions and to do all such things in connection with any office or trust or agency business as could lawfully be exercised or done in connection with the same by individuals and as can lawfully be exercised or done by the Company and to do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.
- (D) As a separate and independent object from time to time to lend all or any of the monies of the Company not immediately required to John Lewis Partnership plc or any of its subsidiaries as defined by Section 154 of the Companies Act 1948 (or any statutory modification or re-enactment thereof) with or without security and on such terms as to repayment and interest (if any) as the Directors of the Company shall from time to time think fit.

#### 4. The liability of the Members is limited.

5. The share\* capital of the Company is £100 divided into 100 shares of £1 each with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over any other shares, whether ordinary or preference and whether issued or not, and to vary the regulations of the Company, as far as necessary to give effect to any such preference or priority, and upon the sub-division of a share to apportion the right to participate in profits or surplus assets with special rights, priorities and privileges to any of the sub-divided shares, or the right to vote in any manner as between the shares resulting from such sub-division. The rights for the time being attached to any shares having preferential, deferred, qualified or special rights, privileges or conditions attached thereto may be modified or dealt with in the manner mentioned in the Articles of Association for the time being of the Company, but not otherwise.

\* By Special Resolution passed on 14.6.84 the authorized share capital of the Company was increased to £250,100 by the creation of 250,000 Deferred Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>HAROLD EDWIN BAKER, Hillcote, Cookham, Berks, Director of John Lewis Partnership Ltd.</p>	<p>One "B" Share</p>
<p>DONALD ATTFIELD RADERMACHER, The Orchards, Cookham, Berks, Director of John Lewis Partnership Ltd.</p>	<p>One "B" Share</p>

Dated the 14th day of April, 1950.

Witness to the above signatures:—

JOHN HUNTER,  
35, Cavendish Square,  
London, W.1,  
Chartered Accountant.  
Secretary of John Lewis Partnership Limited.

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES.

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**Articles of Association**  
OF  
**John Lewis Partnership Trust**  
LIMITED.

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PRELIMINARY.

1. In these regulations:—

“The Act” means the Companies Act, 1948.

“The Settlement” means the Deed of Settlement in Clause 3 (B) (i) of the Company's Memorandum of Association mentioned, and the expressions “the 1929 Settlement,” “the Constitution,” “Associated Company” and “the Council” have the respective meanings attributed to them at the date of the incorporation of the Company by the Settlement.

“The Board” means the Board of Directors of the Company.

“The Chairman” and “the Deputy Chairman” mean the persons for the time being respectively holding the offices of Chairman and Deputy Chairman of the Board.

“A Resolution upon the Constitution” means a resolution of the Council (in favour of which not less than two-thirds of the members of the Council vote and which is passed at a meeting of the Council attended by not less than two-thirds of the members thereof and convened by not less than seven days' notice in writing to each member thereof setting out the terms of such resolution) that in the opinion of the Council, having regard to the extent of the responsibilities entrusted to him by the Constitution, the Chairman is not or is no longer a suitable person to hold office as

such, A Resolution upon the Constitution may be rescinded by a Resolution of the Council (passed by the like majority at a meeting attended as aforesaid and convened by the like notice) within one calendar month of its passing and if not so rescinded shall at the expiration of such period be deemed to have been confirmed and references in these regulations to the confirming of a Resolution upon the Constitution shall be construed accordingly. A Resolution upon the Constitution shall unless rescinded as aforesaid be absolutely final and binding upon the Company the Chairman the members of the Council and all other interested parties and it shall not be necessary at any time for the Council or any member thereof to specify the reason or reasons for their or his opinion.

When any provision of the Act is referred to, the reference is to that provision as modified by any Statute for the time being in force.

Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

2. The Company is a "Private Company" within the meaning of Section 28 of the Companies Act, 1948, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the Members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were, while in that employment and have continued after the determination of that employment to be Members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member.

#### SHARES

3. \* The Capital of the Company is £250,100 divided into 40 "A" shares of £1 each and 60 "B" shares of £1 each and 250,000 Deferred Ordinary Shares of £1 each.

The Deferred Ordinary Shares carry no right to vote or to participate in dividends, and on a winding-up the amounts paid-up on the existing "A" and "B" shares shall be repaid first, followed by the amounts paid up on the Deferred Ordinary Shares, and thereafter all Shares shall rank equally for distribution of capital in proportion to the amounts paid up thereon.

4. The "A" shares shall be held by the Chairman for the time being. Upon the holder of the "A" shares ceasing to hold the office of Chairman, the Deputy Chairman, or failing him the other Directors shall have power to, and shall forthwith, transfer the "A" shares to the succeeding Chairman, and until such transfer can be effected the Deputy Chairman shall have power to call for a transfer and to vote in respect of the "A" shares. The "B" shares shall be held by the trustees for the time being of a Declaration of Trust to be executed by appointees of the Council as Trustees of the Constitution in the form

\* The Company was incorporated with a capital of £100 divided into 40 "A" shares of £1 each and 60 "B" Shares of £1 each. The capital was increased to £250,100 by the creation of 250,000 Deferred Ordinary Shares of £1 each on 14.6.04 by Special Resolution at an Extraordinary General Meeting of John Lewis Partnership Trust Limited.



agreed a copy of which has been signed by John Spedan Lewis for identification. The Directors shall not register any transfer of shares made otherwise than in accordance with the provisions of this Article.

#### GENERAL MEETINGS.

5. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time in the third month following that in which the anniversary of the Company's incorporation occurs, and at such place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following, and may be convened by any two Members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

6. The above-mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

7. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS.

8. Subject to the provisions of Section 141 (2) of the Act relating to Special Resolutions, twenty-one days' notice in the case of an annual general meeting and fourteen days' notice in the case of an Extraordinary General Meeting at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting, to each Member whether entitled to vote at such meeting or not and each Director; but with the consent of all the Members and Directors a meeting may be convened by such shorter notice and in such manner as those Members may think fit.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member or Director shall not invalidate the proceedings at any meeting.

10. Any resolution passed by the Directors notice whereof shall be given to the Members in the manner in which notices are hereby directed to be given and which shall, within one month after it shall have been so passed, be ratified and confirmed in writing by Members entitled at a poll to a majority of the votes shall be as valid and effectual as a resolution of a General Meeting; but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by Special or Extraordinary Resolution.

#### PROCEEDINGS AT GENERAL MEETINGS.

11. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation and the fixing of the remuneration of the Directors and Auditors.

12. 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 entitled to vote at the meeting present in person or by proxy shall be a quorum.

13. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the meeting shall be dissolved.

14. The Chairman of the Board of Directors or, in his absence, the Deputy Chairman shall preside as Chairman at every General Meeting of the Company.

15. If at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen minutes after the time appointed for holding the meeting, or are unwilling to take the chair, the Members present shall choose some one of their number to take the chair.

16. Any meeting may by resolution be adjourned from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one Member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. If a poll is duly demanded, it shall be taken in such manner and at such time as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the person who takes the chair at the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS.

20. Every Member upon a show of hands and upon a poll shall have one vote for each "A" share of which he is the holder and, in the following circumstances but not otherwise, one vote for each "B" share of which he is the holder, that is to say:—

- (A) During the period of one calendar month from the confirming of a Resolution upon the Constitution either passed after John Spedan Lewis shall have ceased to be Chairman, or causing John Spedan Lewis to vacate office under Article 40, and
- (B) At any time upon any resolution to wind up the Company or to alter directly or indirectly the provisions or effect of these Articles in regard to the voting rights of Members.

21. On a poll votes may be given either personally or by proxy.

22. The instrument appointing a proxy shall subject as hereinafter provided be in print or writing in the usual form or such other form approved by the Directors under the hand of the appointor or his duly constituted attorney; or if such appointor is a corporation under its Common Seal or the hand and seal of its attorney. Provided that at all General Meetings at which proposals other than of a purely routine nature are to be considered all Notices convening such Meetings shall be accompanied by instruments of proxy (duly stamped) and such instruments shall be so worded that the appointor or his duly constituted attorney may vote either for or against the Resolutions to be proposed at such Meetings. A proxy need not be a Member or Officer of the Company.

23. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

24. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

25. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

#### DIRECTORS.

26. The names of the first Directors shall be John Spedan Lewis and Sarah Beatrice Mary Lewis. The Directors other than the Chairman and Deputy Chairman shall be nominated annually at the date of the annual general meeting (or when a vacancy arises) by the holders of "B" shares. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be more than seven nor less than two.

27. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors of the Company.

28. A Director shall be entitled to receive notice of and to attend at all General Meetings of the Company.

29. A Director or a Member may vote upon any resolution whether of the Board or of the Company notwithstanding that he is personally financially or otherwise interested in the subject matter of such resolution and may retain for himself any benefit which he may obtain directly or indirectly as a result of the passing of any such resolution whether or not he has voted thereon and in particular may retain for himself any remuneration or other benefit resulting directly or indirectly from his appointment as Chairman, Deputy Chairman, Director or other officer of an Associated Company.

#### POWERS AND DUTIES OF DIRECTORS.

30. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulation of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

31. Except in cases where the provisions of this Article may be void under Section 205 of the Act, every Director, officer or servant of the Company shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Company's business, or in the discharge of his duties, and no Director or officer of the Company shall be liable for the acts or omissions of any other Director or officer or by reason of his having joined in any receipt for money not received by him personally or for any loss on account of defect of title to any property acquired by the Company, or on account of the insufficiency of any security in or upon which any moneys of the Company shall be invested, or for any loss incurred through any banker, broker, or other agent, or upon any ground whatever, other than his own negligence, default, breach of duty,

or breach of trust, and the amount for which any such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.

#### THE SEAL.

32. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of two Directors; and the aforesaid Directors shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### DISQUALIFICATION OF DIRECTORS.

33. The office of Director shall be vacated, if the Director:

- (a) Becomes bankrupt; or
- (b) Is found lunatic or becomes of unsound mind; or
- (c) Is criminally prosecuted and convicted; or
- (d) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (e) By notice in writing to the Company he resign, or in the case of a Director other than the Chairman or Deputy Chairman, if he be requested in writing by all the other Directors to resign; or
- "(f) Is neither a Director of nor employed by any Associated Company".

"PROVIDED THAT a Director shall not vacate office under paragraph (c) of this Article by reason of his being criminally prosecuted and convicted unless within a period of six months following such conviction the Council shall pass a Resolution (in favour of which not less than three-fourths of the members of the Council vote and which is passed at a Meeting of the Council convened by not less than seven days' notice in writing to each member thereof setting out the terms of such Resolution) to the effect that by reason of the seriousness of the offence involved the Director should vacate office provided that such period of six months shall not commence to run if and so long as an appeal shall be pending against such conviction or the time for lodging such an appeal shall not have expired."

#### PROCEEDINGS OF DIRECTORS.

34. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes which majority must when there is a Chairman in office include the Chairman's vote and all the provisions of these Articles concerning the proceedings of Directors shall have effect only, subject to this provision. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

35. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall, and when there is more than one Director, be two.

36. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a General Meeting of the Company, but for no other purpose.

37. All acts done by any meeting of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

38. A resolution in writing signed or approved by letter or telegram by all the Directors for the time being entitled to notice of a meeting of Directors or (in the case of those Directors who have appointed substitutes) by their substitute Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. No Director for the time being out of the United Kingdom shall be entitled to notices convening meetings of the Directors, and it shall not be obligatory to send such notices to any Director for the time being out of the United Kingdom.

39. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions, by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally. Directors, whether interested or not, shall be counted in a quorum.

#### THE CHAIRMANSHIP.

40. The first Chairman shall be John Spedan Lewis, who shall remain in office if he so desire until his seventy-fifth birthday, but he shall vacate such office as Chairman if:

- (a) He becomes bankrupt; or
- (b) He is found lunatic or becomes of unsound mind; or
- (c) He is criminally prosecuted and convicted; or
- (d) He becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (e) By notice in writing to the Company he resign; or
- (f) A Resolution upon the Constitution is confirmed at a time when no debt is due to him from John Lewis Partnership Limited or from any Associated Company.

41. The next and any succeeding Chairman shall be chosen as follows:

- (i) A Chairman may by instrument in writing signed by him while he is Chairman make or revoke a Nomination of Successor. Any later Nomination of Successor duly made shall be deemed to revoke all earlier Nominations. A Nomination of Successor shall name to succeed the Chairman either a sole person or several persons in an order of priority.
- (ii) When the Chairmanship becomes vacant, then, if there is an unrevoked Nomination of Successor duly made by the Chairman latest in office, the sole or first-named person nominated thereby shall be the next Chairman, unless he dies before taking office, refuses in writing to take office, fails to take office within four weeks of being

- requested by the Directors to do so, or where Article 42 applies is not approved by the Directors. If the first-named of several persons so nominated is excluded by any of these causes, the highest in order of priority who is not so excluded shall be the next Chairman; and if all the persons so nominated are so excluded or if there is no such unrevoked Nomination of Successor the next Chairman shall be such person as the Directors shall appoint.
- (iii) If no Nomination of Successor is found within four weeks of the Chairmanship becoming vacant and all reasonable steps have been taken to find such Nomination which steps must have included an enquiry by letter directed to the Company's Bankers it shall be conclusively presumed that no valid Nomination has been made and the Directors shall appoint the next Chairman.
- (iv) The person chosen to be Chairman shall be deemed to have taken and to hold office from the time when he complies with Article 43 at a meeting of the Directors duly constituted in accordance with these Articles. A new Chairman need not be a Director before taking office.

42. If under Article 40 or Article 44 the Chairman vacates office by reason of the confirming of a Resolution upon the Constitution, then any successor nominated by him shall only take office if the Directors approve.

43. Any Chairman on accepting office shall give a written undertaking to maintain the Constitution.

44. The office of Chairman shall in the case of any Chairman other than John Spedan Lewis be vacated *ipso facto* if the Chairman ceases to be a Director or attains the age of 70 years or immediately on the confirming of a Resolution upon the Constitution.

#### THE DEPUTY CHAIRMANSHIP.

45. The Deputy Chairman shall be appointed and may be removed from office by the Chairman in writing

#### BORROWING POWERS.

46. The Company may raise or borrow money to any aggregate amount for the purposes of its business, and may secure the repayment of the same and the fulfilment of any guarantee or other obligation undertaken by the Company by mortgage or charge upon the whole or any part of the property of the Company (present and future) including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

#### ACCOUNTS.

47. The Directors shall cause proper books of account to be kept with respect to:—

All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

All sales and purchases of goods by the Company; and  
The assets and liabilities of the Company.

48. The Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right



- requested by the Directors to do so, or where Article 42 applies is not approved by the Directors. If the first-named of several persons so nominated is excluded by any of these causes, the highest in order of priority who is not so excluded shall be the next Chairman; and if all the persons so nominated are so excluded or if there is no such unrevoked Nomination of Successor the next Chairman shall be such person as the Directors shall appoint.
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of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

49. The Directors shall from time to time in accordance with Section 148 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

50. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors' report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

#### AUDIT.

51. Auditors shall be appointed and their duties regulated in accordance with Sections 160, 161 and 162 of the Act.

#### NOTICES.

52. A notice may be given by the Company to any Member, either personally or by sending it by post to him to his registered address, or (if he has no registered address in the United Kingdom) to the address (if any) within the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected on the day following that on which it is posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

53. If a Member has no registered address within the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, he shall not be entitled to any notice.

54. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents or (in the case of a Member who shall not have a registered place of address in the United Kingdom) posted up in the registered office of the Company shall notwithstanding such Member be then deceased and whether or not the Company have notice of his decease be deemed to have been duly served on such Member, and such service shall for all purposes of these presents be deemed to be sufficient service for such notice or document on his executors or administrators.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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HEROLD EDWIN BAKER,

Hillcote,

Cookham, Berks,

Director of John Lewis Partnership Ltd.

DONALD ATTFIELD RADERMACHER,

The Orchards,

Cookham, Berks,

Director of John Lewis Partnership Ltd.

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Dated this 14th day of April, 1950.

Witness to the above signatures:—

JOHN HUNTER,

35, Cavendish Square,

London, W.1,

Chartered Accountant.

Secretary of John Lewis Partnership Limited.