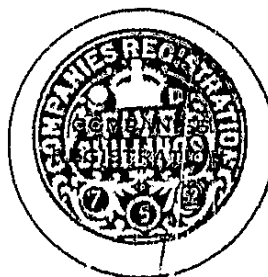


THE COMPANIES ACT, 1948.

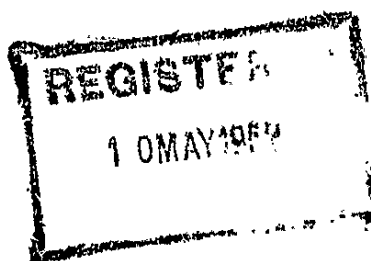


A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

**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 LINCOLN MASONIC PEOPLE  
LIMITED.

CAT. No. C.F. 41.

P130 S1451(0)

**SHAW & SONS  
LIMITED**

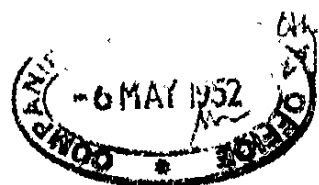
*Law Stationers and Company Registration Agents  
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4*

*Presented by*

Danby Epton & Griffiths,

2, Paul Street,

Lincoln.



I, WILLIAM GERRON

of 2 Bank Street, Lincoln.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] (3) [a person named in the Articles of Association as a Director/Secretary],

of LINCOLN MASONIC TEMPLE

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 516 Bank Street,  
in the City of Lincoln

the 21<sup>st</sup> day of April

One thousand nine hundred and fifty-two.

before me,

J. Rowe

A Commissioner for Oaths (b)

William Geron

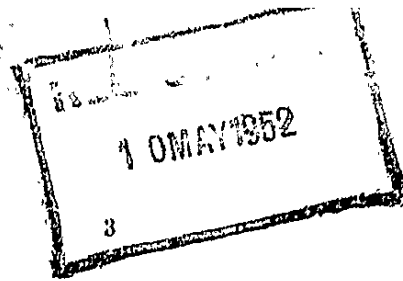
NOTE.

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 such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.



*The Companies Act, 1948.*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL.

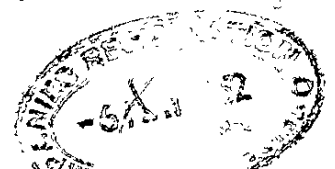
## Memorandum of Association OF Lincoln Masonic Temple Limited.

1. The name of the Company (hereinafter called "the Company")  
is "LINCOLN MASONIC TEMPLE LIMITED."

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

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

- (1) To purchase, take a conveyance of, or otherwise acquire certain property in Newland (formerly the Plaza Cinema) in the City of Lincoln.
- (2) To purchase, erect, establish, alter, maintain, take on lease or exchange, or otherwise acquire and hold any other real and personal property and any rights, privileges, or easements over or in respect of any property with all necessary or convenient outbuildings, annexes and appurtenances, and to enter into and do all contracts and acts necessary for the purchasing or acquiring of land or buildings, and for the erection and furnishing of such buildings, and to use the same premises, or to let them for the purposes of Freemasonry or otherwise.
- (3) To let, use, sell, manage, develop, exchange, lease, purchase, mortgage, dispose of, turn to account, or otherwise deal with any land, buildings or any part thereof for the purpose of Masonic Temples or Halls, clubs, assembly rooms, reading rooms, libraries, public rooms, refreshment rooms, and concert, dancing, dining and billiard rooms, with kitchens, caretaker's rooms, garages, and other necessary offices, and to carry on the trades or business usually connected therewith for the use and accommodation of Freemasons, as Masonic Temples or Halls, and for clubs, social gatherings and entertainments or otherwise, under such rules and regulations as shall from time to time be adopted by the Directors.
- (4) To build, erect, reconstruct, alter, adapt, furnish, and manage such buildings as aforesaid or any other property belonging to the Company, and to renovate and repair the same.



- (5) To buy, prepare, and sell food, drink and other refreshments, and all articles and commodities connected therewith, and to let or sell the right to supply all such articles upon any of the property of the Company, and to apply for, accept transfers of, and hold licences of all kinds, and to carry on business as Refreshment Caterers.
- (6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (7) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any temples, halls, offices, or any buildings, 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.
- (8) To raise or assist in raising by means of Masonic or other Festivals moneys to be applied either for the purposes of Masonic or other charities or for the general purposes of the Company, and to organise or assist in organising any such Festivals.
- (9) To promote any Masonic, charitable, or social cause, to promote the study of and to procure the delivery of lectures on and to arrange meetings concerning any subject of a Masonic, charitable, economic, literary, artistic, historic, or social nature; and to form and maintain a library or libraries on any subjects mentioned in this Sub-Clause.
- (10) To receive personal property of all kinds on deposit or for custody or exhibition.
- (11) To accept property of any kind and in any form, whether real or personal and wherever situate, to be held by the Company either alone or jointly with another or others, whether or not upon any trusts already existing or newly created.
- (12) To promote the cause of Masonic Charity, either directly or indirectly, by contributions towards the support of other Masonic, benevolent, charitable, or educational institutions, or in any other way.
- (13) Generally to promote the cause of charity and benevolence by contributions to charitable or benevolent objects, whether of a Masonic nature or not.
- (14) To acquire money and chattels by gift, subscription, or otherwise for the objects of the Company, or any of them, and to grant any rights or privileges to Members.
- (15) To co-operate, join with, establish, or support any club, company, fund, association, or institution having the same or the like objects as the Company, in any manner or for any purpose which may be thought proper, and in furtherance of the objects of the Company.
- (16) To purchase, or otherwise acquire, and undertake all or any part of the business, property, and liabilities of any person or company or body of trustees or other persons carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

- (17) To establish and support, or to aid in the establishment and support of associations, institutions, funds, or conveniences, calculated to benefit Members or ex-Members, or officers or ex-officers or employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurances, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (18) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant privileges and rights in respect of, or otherwise deal with all or any part of the property and rights of the Company as may be thought expedient with a view to the promotion of its objects.
- (19) To promote any company or companies for the purpose of acquiring all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (20) To form Reserve Funds for any of the purposes of the Company and to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (21) To raise or borrow, or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of Debentures or Debenture Stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property and assets of the Company, both present and future, and to redeem, purchase, or pay off any such securities.
- (22) To draw, accept, indorse, discount, execute, and issue bills of exchange, promissory notes, Debentures, warrants, and other negotiable or transferable instruments or securities.
- (23) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.
- (24) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (25) To do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.
- (26) 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. It is hereby expressly declared that the income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association,

and no portion thereof shall be paid or transferred directly or indirectly by way of Dividend, Bonus, or otherwise howsoever by way of profit to the Members of the Company, and no remuneration or other benefit in money or money's worth shall be paid, given, or allowed by the Company to any Member of the Board of Directors in respect of his services as such, except out-of-pocket expenses :

Provided that nothing herein shall prevent—

- (a) the payment in good faith of reasonable and proper remuneration to any Secretary of the Company (whether or not a Director of the Company) or to any other officer (other than a Director) or servant of the Company in return for services actually rendered to the Company in such capacity;
- (b) the payment in good faith to any Member of the Board of Directors of the Company or to any other Member of the Company or to any firm or other company in which such person shall be in any way interested of reasonable interest on any debenture, mortgage, charge, or loan to the Company, or of any sum payable in respect of the redemption or repayment in whole or in part of any such Debenture, mortgage, charge, or loan or of any proper rent for premises demised or let to the Company or of proper prices for property (real or personal) or goods sold or supplied to the Company or of proper fees or remuneration for work done or services rendered to the Company by any such Member of the Board of Directors of the Company or other Member of the Company (or by any firm or other company in which such persons shall be in any way interested) in the way of some profession, craft, skill, trade, business, or otherwise (other than in respect of the position of Auditor of the Company, which position shall in no event be held by any Director or other officer or servant of the Company, but may be held by any other Member of the Company), subject only to the provisions of the Articles of Association of the Company so far as they apply in any particular case.

**6. The liability of the Members is limited.**

6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be disposed of, given or transferred to some other company or institution having Masonic objects reasonably similar to the Masonic objects of the Company and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company hereunder, such company or institution to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Leonard R. Grantham, The Poppars, Bransford Lincoln *Company Managing Director*  
 Harry E. Thumblby, 55, Moor St. Lincoln. Cabinet Maker  
 J. A. Nissler, 116 West Parade *Retired Groceries Merchant.*  
 William Eplin, 2, Bank Street, Lincoln. Solicitor.  
 M. H. Coomber, 13 Menck Lane, Lincoln. Architect.  
 Leonard Norfolk, 106 West Parade, Lincoln. *Retired Local Government Officer.*  
 Smith Lee, 66, Newham Rd. Lincoln. *Hospital Secretary for Lincolnshire*  
 G. E. Hardman, 219, Park Road, Lincoln. *Alfred's Agent.*  
 W. H. Newson, 21, South Park, Lincoln. *Retired Company Manager.*  
 C. E. Haylock, 155 Burton Road, Lincoln. *Solicitor & Co.*  
 Mrs. C. E. Haylock, 155 Burton Road, Lincoln. *Company Director.*  
 W. A. Hughes, 62 Duddington Rd., Lincoln. *Company Director.*  
 D. F. Scott, 255 High Street, Lincoln. *Agent.*  
 L. B. Foggate, 24 Shellingthorpe Road, Lincoln. *Marine & Mechanical Engineer.*

Dated this 19<sup>th</sup> day of April, 1952.

Witness to the above Signatures:—

*Daughters.*

V. E. H. H. H.

*Secretary.*

310, Burton Road,  
Lincoln.

507818



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*The Companies Act, 1948.*



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL.

## Articles of Association

OF

# Lincoln Masonic Temple Limited.

### INTERPRETATION.

1. The following shall be the Articles of the Company. In these Articles:—

- "the Act" means the Companies Act, 1948;
- "the seal" means the Common Seal of the Company;
- "the United Kingdom" means Great Britain and Northern Ireland;
- "the Articles" means the Articles of Association of the Company as herein originally framed or as subsequently altered by Special Resolution of the Company in General Meeting, except that any reference to the number of a clause in the Articles shall be deemed to refer to the clause as numbered in the Articles as originally framed and not as subsequently altered.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall have the same meaning as in the Act.

### MEMBERS.

2. (a) The Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company.

(b) The number of Members with which the Company proposes to be registered is twenty, but the Directors may from time to time register an increase of Members.

### GENERAL MEETINGS.

3. (a) The first General Meeting of the Company shall be held at such time, being not less than one month nor more than three months after the incorporation of the Company, and at such place as the Directors shall determine.

(b) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more



than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall determine.

4. All General Meetings other than the First or Annual General Meetings shall be called Extraordinary General Meetings.

5. 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.

6. The First and an Annual General Meeting, and a Meeting called for the passing of a Special Resolution, shall be called by twenty-one days' notice in writing at the least, and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of Meeting, and, in case of special business, the general nature of that business, and, in the manner required by Section 136 (2) of the Act, that a Member may be represented by not more than one proxy. The notice 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 such persons as are, under the provisions of the Articles, entitled to receive such notices from the Company.

7. A Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Clause 6 of the Articles, be deemed to have been duly called if it is so agreed:—

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that Meeting of all the Members.

8. On requisition as provided by and subject to the provisions of Section 140 of the Act, notice shall be given to the Members of the Company entitled to receive notice of the next Annual General Meeting of the Company of any resolution which may properly be moved and is intended to be moved at that Meeting, and there shall be circulated to Members entitled to have notice of any General Meeting any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or business to be dealt with at that Meeting.

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

## PROCEEDINGS AT GENERAL MEETINGS.

10. All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors; and all business shall also be deemed special that is transacted at an Extraordinary General Meeting.

11. 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, three Members personally present shall be a quorum.

12. 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 be held on the same day in the next week, at the same time and place, or on such other day and at such other time and place as the Directors may determine; and if at this Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Members present shall be a quorum.

13. The Chairman, if any, of the Board of Directors, shall preside as Chairman at the First and every Annual General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the Meeting.

14. If at any Meeting no Director is willing to act as Chairman, or if no Director is present within fifteen Minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of the Meeting.

15. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting 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 thirty 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.

16. At every General Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands, and a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, shall not be challenged by any Member of the Company, and an entry of the result of the vote in the book containing the minutes of 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 such resolution; but nothing in this Clause shall apply if a poll is demanded in accordance with the provisions of Clause 17 of the Articles.

17. A poll, either before or on the declaration of the result of a vote by show of hands, may be demanded :—

- (a) By the Chairman ; or
- (b) By at least three Members present in person or by proxy ; or
- (c) By any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

The demand for a poll may be withdrawn.

18. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith, and a poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. 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 Chairman of 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.

20. Subject to the provisions of the Act, a resolution in writing, signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

### VOTES OF MEMBERS.

21. Every Member shall have one vote.

22. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that Court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

23. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

24. Any Member of the Company may appoint any one person (whether or not such person is a Member of the Company) to attend any General Meeting of the Company as his proxy, but no Member shall be represented by more than one proxy at the same Meeting ; and the proxy shall have the same right to vote on a poll as the Member appointing him, but shall not be entitled to speak at the Meeting, or to vote on a show of hands.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

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**LIMITED.**

LIMITED.

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**Limited.**

\*in favor of

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

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

31. 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, 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.

32. (a) Unless and until the Company in General Meeting shall otherwise determine the number of the Directors shall not be less than seven nor more than twenty.

The following persons shall be the first Directors of the Company: LEONARD RICHARD GRANTHAM, of The Poplars, Branston, Lincoln, Company Managing Director; HARRY EDWARD THIMBLEBY of 55 Moor Street, Lincoln, Cabinet Maker; JOHN ADAM NISSLER of 116 West Parade, Lincoln, Retired Provision Merchant; WILLIAM EPTON of 2 Bank Street, Lincoln, Solicitor; ROBERT EDWIN MONTAGU COOMBES of 13 Minster Yard, Lincoln, Architect; LEONARD NORFOLK of 106 West Parade, Lincoln, Retired Local Government Officer; ARTHUR SMITH GEE of 66 Nettleham Road, Lincoln, Electrical Branch Manager; FRANK SCOTT GARDINER of 219 Yarborough Road, Lincoln, Manufacturer's Agent; WILLIAM GORDON NEWLOVE of 21 South Park, Lincoln, Retired Company Manager; CHARLES EDWARD HAYLOCK of 185 Burton Road, Lincoln, Solicitors Clerk; FREDERICK COOLING TOWNSEND of Princes Street, Metheringham, Company Director; WILLIAM ANTHONY HUGHES of 62 Doddington Road, Lincoln, Company Director; DONALD FARROW SCOTT of 255 High Street, Lincoln, Grocer; and THOMAS WILLIAM FROGGATT of 27 Skellingthorpe Road, Lincoln, Marine and Mechanical Engineer.

All the above are Masons of Lincoln or the Province of Lincolnshire.

32. (b) The qualification of every Director shall be by becoming a Founder of the Temple. A Director may act before acquiring his qualification, but shall acquire his qualification within two months after becoming or being appointed a Director.

33. Each Director shall be paid out of the funds of the Company his actual out-of-pocket expenses in respect of travelling expenses for each Meeting of the Board he shall attend, and also such travelling hotel and other expenses as may properly be incurred by him in the execution of his duties, but subject as aforesaid each Director shall discharge his duties as such without remuneration.

**BORROWING POWERS.**

34. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

**POWERS AND DUTIES OF DIRECTORS.**

35. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by the Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or the Articles, and to such regulations, not being inconsistent with the aforesaid 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.

36. Without prejudice to the generality of the immediately preceding Article, the Directors may:—

- (a) Give, award, or allow any pension, gratuity, or compensation to any employee or former employee of the Company (whether or not he shall at any time have been a Director) or his widow or children that may appear to the Directors just or proper, whether such persons or any of them have or have not a legal claim upon the Company.
- (b) From time to time make all such regulations and bye-laws as they think proper with respect to the management or conduct of the Company's activities, business, or premises or any part of the same, or for any other matters or concerns of the Company, and from time to time to repeal and alter the same and make others in their stead as may seem expedient, provided that the same do not contravene any of the provisions herein contained, and provided also that no bye-laws or regulation shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 141 of the Act.

37. The Directors may from time to time, and at any time, by power of attorney, appoint any company, firm, or person, or body or persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles), and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit; and the Directors may also authorise any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.

38. A Director may enter into or be interest in contracts or arrangements with the Company (whether, with regard to any such, acting in a professional capacity, or as vendor, purchaser, or otherwise howsoever) and

may have or be interested in dealings of any nature whatsoever with the Company, and shall not be disqualified from office thereby. No such contract, arrangement, or dealing shall be liable to be avoided, nor shall any Director so contracting, dealing or being so interested be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being a Director of the Company.

Provided that a Director shall not vote in respect of any contract or proposed contract with the Company in which he is either directly or indirectly interested, or in respect of any matter arising thereout, and if he does so vote his vote shall not be counted.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

40. The Directors shall cause minutes to be made in books provided for the purpose :—

- (a) Of all appointments of officers made by the Directors ;
- (b) Of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors ; and
- (c) Of all resolutions and proceedings at all Meetings of the Company, of the Directors, and of Committees of Directors ;

and every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

#### DISQUALIFICATION OF DIRECTORS.

41A. The office of Director shall be vacated if the Director :—

- (a) Without the consent of the Company in General Meeting, holds any other office of profit under the Company ; or
- (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) Is found lunatic or becomes of unsound mind ; or
- (e) Is convicted of an indictable offence ; or
- (f) Gives one month's notice in writing to the Company that he resigns the office of Director ; or
- (g) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 190 of the Act ; or
- (h) Shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period.

41B. Subject to the provisions of any other clause in the Articles, a person shall be eligible to be appointed a Director notwithstanding that he has reached the age of seventy, and subject to the provisions of any other clause in the Articles, a Director shall not be obliged to retire from office at the conclusion of the first Annual General Meeting after he has reached

the age of seventy, or at any other time, merely because he has reached the age of seventy or any other age; the provisions of Section 185 of the Act shall not apply to the Company.

#### ROTATION OF DIRECTORS.

42. At the first Annual General Meeting of the Company, all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

43. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

44. The Company, at the Meeting at which a Director retires in the manner, aforesaid, may fill the vacated office by electing a person thereto, and a retiring Director shall be eligible for re-election; and if the vacated office is not filled as aforesaid, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless, at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and lost.

45. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

46. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.

47. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. 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.

48. Without prejudice to the powers of the Directors under Clause 47 of the Articles, the Company may, by Ordinary Resolution in General Meeting, appoint any person to be a Director, either to fill a casual vacancy, or as an additional Director, or in place of a Director removed from office under the provisions of Clause 48 of the Articles. A person appointed in place of a director so removed or to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.



# PROCEEDINGS OF DIRECTORS.

49. The Directors may meet together for the dispatch 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. In the 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. It shall not be necessary to give notice of a Meeting of the Directors to any Director for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

51. 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 Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

52. The Directors may elect a Chairman of their Meetings, and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one their number to be Chairman of the Meeting.

53. The Directors may delegate any of their powers to Committees, consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

54. A Committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.

55. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second and casting vote.

56. All acts done by any Meeting of the Directors, or of a Committee of 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.

57. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.

## SECRETARY.

58. The Directors shall appoint a Secretary of the Company, and may appoint one or more deputy or assistant Secretaries, for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary or deputy or assistant Secretary so appointed may be removed by the Directors.

59. Anything required or authorised to be done, or any notice required or authorised to be given, under the provisions of the Articles, by or to the Secretary may, if the office is vacant or there is for any reason no Secretary capable of acting, be done or given by or to any deputy or assistant Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company, authorised generally or specially in that behalf by the Directors.

60. A provision of the Act, or of the Articles, requiring or authorising anything to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

## SEAL.

61. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## ACCOUNTS.

62. The Directors shall cause to be kept such proper books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions with respect to:—

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) All sales and purchases of goods by the Company; and
- (c) The assets and liabilities of the Company.

63. The books of account shall be kept at the registered office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit.

64. The books of account shall always be open to the inspection of the Directors, and 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 said books of account 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 to inspect 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.

65. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those Sections.

66. 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 Auditor's Report, shall, not less than twenty-one days before the date of the Meeting, be sent to every Member of, and every holder of Debentures of, the Company; provided that the provisions of this Clause shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Debentures.

#### AUDIT.

67. Auditors shall be appointed and their duties regulated in accordance with Sections 150 to 162, inclusive, of the Act.

#### NOTICES.

68. A notice may be given by the Company to any Member either personally or by sending the notice by post to him or to 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 for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the notice is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

69. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member of the Company, except 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, and such notice shall also be so given to the Auditor for the time being of the Company; but no other person shall be entitled to receive notices of General Meetings.

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 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.
 

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Leonard R. Grantham The Poplars, Bramston Lincoln Company Manager, Lincoln

Harry E. Thumbleby 55, Moor St: Lincoln. Cabinet Maker.

J. A. Mosser. 116 West Garade - <sup>LINCOLN</sup> Retired Provision Merchant.

William. Egan, 2 Bank Street, Lincoln. Solicitor.

W. H. Combs. 13 Mansel Street, Lincoln. Architect

Leonard Norfolk, 106. West Garade, Lincoln. <sup>Refused Local</sup> Government Officer

D. Smith Esq. 66. Northham Road, Lincoln. <sup>Electrical</sup> Engineer

V. Scott Cardiner. 219. Laburnum Rd Lincoln. Alf's Agent.

W. Lawrence 21 South Park, Lincoln. <sup>Retired</sup> Company Manager.

C. E. Haylock 185 Burton Road Lincoln <sup>Solicitors</sup> Clerk

W. E. Brown. <sup>Parsonage</sup> <sup>Lincoln</sup> <sup>Company Director</sup> <sup>1855</sup> <sup>Lincoln</sup> <sup>1855</sup> <sup>Lincoln</sup>

W. A. Hughes 62 Darrington Road Lincoln <sup>Company Director</sup>

J. J. Lott. 255, High Street Lincoln <sup>Greens</sup>

L. W. Proggate. 27 Skellingthorpe Road, Lincoln, <sup>Marine & Mechanical</sup> Engineer.

Dated this 19<sup>th</sup> day of April, 1952.

Witness to the above Signatures:

W. A. Hughes  
Secretary.  
310, Burton Road,  
Lincoln.

DUPLICATE FOR THE FILE

No. 507818



## Certificate of Incorporation

I Hereby Certify, That

LINCOLN MASONIC TEMPLE LIMITED

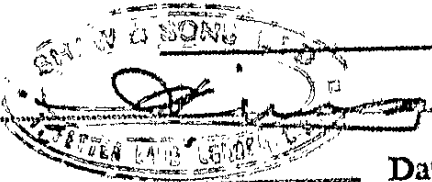
is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Tenth day of

May One Thousand Nine Hundred and Fifty-two.

Registrar of Companies

Certificate  
received by



Date 12.5.52.