

SCHEDULE

(Table A reproduced at [A2].)

TABLE B

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1

The company's name is "The South Wales Motor Transport Company cyfyngedig".

2

The company's registered office is to be situated in Wales.

3

The company's objects are the carriage of passengers and goods in motor vehicles between such places as the company may from time to time determine and the doing of all such other things as are incidental or conducive to the attainment of that object.

4

The liability of the members is limited.

5

The company's share capital is £50,000 divided into 50,000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by each Subscriber

1. Thomas Jones, 138 Mountfield Street, Tredegar.

1

2. Mary Evans, 19 Merthyr Road, Aberystwyth.

1

Total shares taken

2

Dated 19 .

Witness to the above signatures,

Anne Brown, "Woodlands", Fieldside Road, Bryn Mawr.

[3028]

TABLE C
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

1

The company's name is "The Dundee School Association Limited".

2

The company's registered office is to be situated in Scotland.

3

The company's objects are the carrying on of a school for boys and girls in Dundee and the doing of all such other things as are incidental or conducive to the attainment of that object.

4

The liability of the members is limited.

5

Every member of the company undertakes to contribute such amount as may be required (not exceeding £100) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and Addresses of Subscribers.

1. Kenneth Brodie, 14 Bute Street, Dundee.

2. Ian Davis, 2 Burns Avenue, Dundee.

Dated 19 .

Witness to the above signatures.

Anne Brown, 149 Princes Street, Edinburgh.

ARTICLES OF ASSOCIATION

PRELIMINARY

1

Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2

In regulation 1 of Table A, the definition of “the holder” shall be omitted.

MEMBERS

3

The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

4

A member may at any time withdraw from the company by giving at least seven clear days’ notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5

In regulation 38 of Table A—

- (a) in paragraph (b) the words “of the total voting rights at the meeting of all the members” shall be substituted for “in nominal value of the shares giving that right” and
- (b) the words “The notice shall be given to all the members and to the directors and auditors” shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6

The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.

7

Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8

On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

DIRECTORS’ EXPENSES

9

The words “of any class of shares or” shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10

In paragraph (c) of regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

MINUTES

11

The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

NOTICES

12

The second sentence of regulation 112 of Table A shall be omitted.

13

The words “or of the holders of any class of shares in the company” shall be omitted from regulation 113 of Table A.

[3029]

TABLE D

PART I

A PUBLIC COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1

The company’s name is “Gwestai Glyndwr, cwmni cyfyngedig cyhoeddus”.

2

The company is to be a public company.

3

The company’s registered office is to be situated in Wales.

4

The company’s objects are facilitating travelling in Wales by providing hotels and conveyances by sea and by land for the accommodation of travellers and the doing of all such other things as are incidental or conducive to the attainment of those objects.

5

The liability of the members is limited.

6

Every member of the company undertakes to contribute such amount as may be required (not exceeding £100) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7

The company's share capital is £50,000 divided into 50,000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by each Subscriber

1. Thomas Jones, 138 Mountfield Street, Tredegar.

1

2. Andrew Smith, 19 Merthyr Road, Aberystwyth.

1

Total shares taken

2

Dated 19 .

Witness to the above signatures,

Anne Brown, "Woodlands", Fieldside Road, Bryn Mawr.

PART II
A PRIVATE COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE
CAPITAL
MEMORANDUM OF ASSOCIATION

1

The company's name is "The Highland Hotel Company Limited".

2

The company's registered office is to be situated in Scotland.

3

The company's objects are facilitating travelling in the Highlands of Scotland by providing hotels and conveyances by sea and by land for the accommodation of travellers and the doing of all such other things as are incidental or conducive to the attainment of those objects.

4

The liability of the members is limited.

5

Every member of the company undertakes to contribute such amount as may be required (not exceeding £100) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

6

The company's share capital is £50,000 divided into 50,000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by each Subscriber

Kenneth Brodie, 14 Bute Street, Dundee.

1

Ian Davis, 2 Burns Avenue, Dundee.

1

Total shares taken

2

Dated 19 .

Witness to the above signatures,

Anne Brown, 149 Princes Street, Edinburgh.

PART III
A COMPANY (PUBLIC OR PRIVATE) LIMITED BY GUARANTEE AND HAVING A
SHARE CAPITAL
ARTICLES OF ASSOCIATION

The regulations of Table A shall constitute the articles of association of the company.

[3030]

TABLE E
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

1

The company's name is "The Woodford Engineering Company".

2

The company's registered office is to be situated in England and Wales.

3

The company's objects are the working of certain patented inventions relating to the application of microchip technology to the improvement of food processing, and the doing of all such other things as are incidental or conducive to the attainment of that object.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by each Subscriber

1. Brian Smith, 24 Nibley Road, Wotton-under-Edge, Gloucestershire.

3

2. William Green, 278 High Street, Chipping Sodbury, Avon.

5

Total shares taken

8

Dated 19 .

Witness to the above signatures,

Anne Brown, 108 Park Way, Bristol 8.

ARTICLES OF ASSOCIATION

1

Regulations 3, 32, 34 and 35 of Table A shall not apply to the company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

2

The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.

3

The share capital of the company is £20,000 divided into 20,000 shares of £1 each.

4

The company may by special resolution—

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) reduce its share capital and any share premium account in any way.

[3031]

TABLE F
A PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

1

The company's name is "Western Electronics Public Limited Company".

2

The company is to be a public company.

3

The company's registered office is to be situated in England and Wales.

4

The company's objects are the manufacture and development of such descriptions of electronic equipment, instruments and appliances as the company may from time to time determine, and the doing of all such other things as are incidental or conducive to the attainment of that object.

5

The liability of the members is limited.

6

The company's share capital is £5,000,000 divided into 5,000,000 shares of £1 each.

We, the subscribers of this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by each Subscriber

1. James White, 12 Broadmead, Birmingham.

1

2. Patrick Smith, 145A Huntley House, London Wall, London EC2.

1

Total shares taken

2

Dated 19 .

Witness to the above signatures,

Anne Brown, 13 Hute Street, London WC2.