

DUPLICATE FOR THE FILE.

No. 242246



**CO. NO. 00243346 NAME HISTORY:**

*(Click name to go to that name certificate)*

Sep. 10, 1929 RCA PHOTOPHONE LIMITED

May 14, 1956 RCA GREAT BRITAIN LIMITED

Mar. 03, 1969 RCA LIMITED

Jul. 29, 1987 SERCO LIMITED

# Certificate of Incorporation

I Hereby Certify,

R C A PHOTOPHONE LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this \_\_\_\_\_ tenth \_\_\_\_\_ day of September One

Thousand Nine Hundred and \_\_\_\_\_ twenty-nine.

ASSISTANT, Registrar of Joint Stock Companies.

Certificate received by

*E. Parker for Secretary London Co. reg. Registrar. 1929*

Date 1/9/29

No. C.172.

DUPLICATE FOR THE FILE.

No 242246 / 78



# Change of Name

## Certificate *pursuant to Section 18(3) of the Companies Act, 1948.*

I Hereby Certify that .....

**RCA PHOTOPHONE LIMITED**

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

**RCA GREAT BRITAIN LIMITED**

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **fourteenth** day of **May** One thousand nine hundred and fifty **six.**

*[Signature]*  
Registrar of Companies.

Certificate received by .....

Date .....

5822

242-246

643

Company Number... 242246



**B**

Reference: C.R. 98/495/56

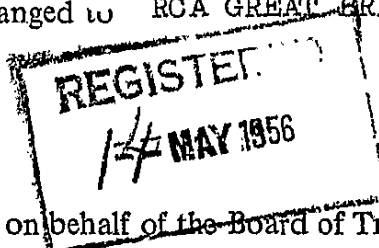
BOARD OF TRADE,

COMPANIES ACT, 1948

RCA PHOTOPHONE

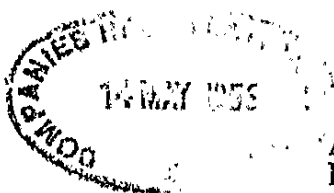
Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to RCA GREAT BRITAIN LIMITED



Signed on behalf of the Board of Trade

this fourteenth day of May 1956.



*[Handwritten signature]*

Authorised in that behalf by the President of the Board of Trade.

*[Handwritten initials]*

No. C. 60.

Number of Company 177



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(CAP)

Special Resolution

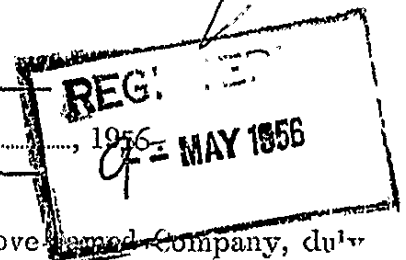
(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed\*])

OF

RCA PHOTOPHONE

LIMITED

Passed the 27th day of April, 1956



AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 55 Pall Mall, London, S.W.1.

in the County of London, on the 27th day of April, 1956,

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

RESOLVED: That, subject to the consent of the Board of Trade and in accordance with Section 18 of the Companies Act, 1948, the name of the Company be changed to:

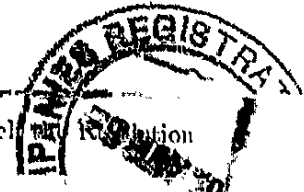
RCA GREAT BRITAIN LIMITED

Certified correct copy of Special Resolution passed at a General Meeting of RCA PHOTOPHONE LIMITED held at 55 Pall Mall, London, S.W.1. on the 23rd April, 1956.

A.H. TAYLOR, SECRETARY.

references to the Sections under which the Special Resolution was passed.

\* Here insert the full address of the place where the Meeting was held at which the Resolution was passed.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 242246

1142

Whereas

**RCA GREAT BRITAIN LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1908 TO 1917,**

on the **10TH SEPTEMBER, 1929**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**RCA LIMITED**

Given under my hand at London the **3RD MARCH, 1969.**

*L. Knight*

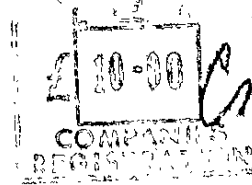
Assistant Registrar of Companies

✓  
e

C.172

A

No. of Company: 242246



CR £10  
CP 39011  
1

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to The Companies Act, 1948, Sections 18 and 141)

of

RCA GREAT BRITAIN LIMITED

Passed the 14th day of February, 1969.

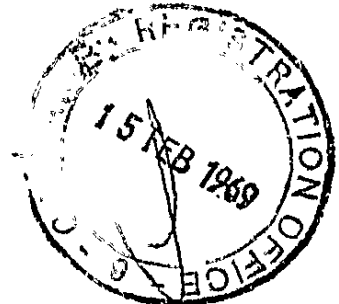
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Lincoln Way, Windmill Road, Sunbury-on-Thames, Middlesex, on the 14th day of February, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:

"That the name of the Company be and it is hereby changed to RCA Limited."

W.L. FREEBODY.  
Chairman of Directors.

Signed

  
Company Secretary.



No. C.172.

DUPLICATE FOR THE FILE.

No 242246 / 78



# Change of Name

## Certificate *pursuant to Section 18(3) of the Companies Act, 1948.*

I Hereby Certify that .....

**RCA PHOTOPHONE LIMITED**

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

**RCA GREAT BRITAIN LIMITED**

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **fourteenth** day of **May** One thousand nine hundred and fifty **six.**

*[Signature]*  
Registrar of Companies.

Certificate received by .....

Date .....

5822

242-246

643

Company Number... 242246



**B**

Reference: C.R. 98/495/56

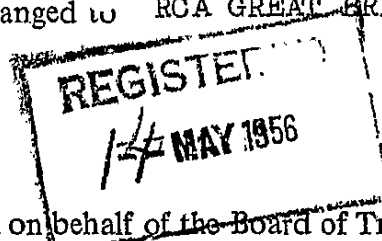
BOARD OF TRADE,

COMPANIES ACT, 1948

..... RCA PHOTOPHONE

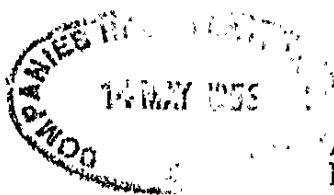
..... Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to RCA GREAT BRITAIN LIMITED



Signed on behalf of the Board of Trade

this fourteenth day of May 1956.



*[Handwritten signature]*

Authorised in that behalf by the President of the Board of Trade.

*[Handwritten mark]*

No. C. 60.



Number of Company 177



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(CAP)

Special Resolution

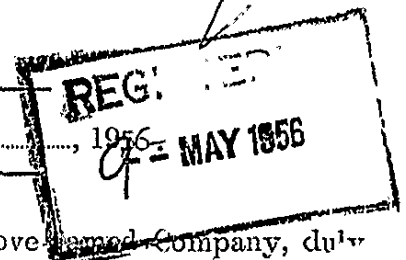
(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed\*])

OF

RCA PHOTOPHONE

LIMITED

Passed the 27th day of April, 1956



AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 55 Pall Mall, London, S.W.1.

in the County of London, on the 27th day of April, 1956,

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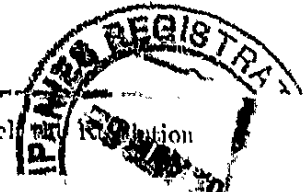
RCA GREAT BRITAIN LIMITED

Certified correct copy of Special Resolution passed at a General Meeting of RCA PHOTOPHONE LIMITED held at 55 Pall Mall, London, S.W.1. on the 23rd April, 1956.

A.H. TAYLOR, SECRETARY.

references to the Sections under which the Special Resolution was passed.

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 242246

1142

Whereas

**RCA GREAT BRITAIN LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1908 TO 1917,**

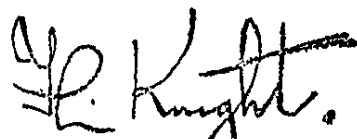
on the **10TH SEPTEMBER, 1929**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**RCA LIMITED**

Given under my hand at London the **3RD MARCH, 1969.**



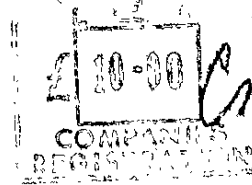
Assistant Registrar of Companies

C.172

✓  
e

A

No. of Company: 242246



CR £10  
CP 39011  
1

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to The Companies Act, 1948, Sections 18 and 141)

of

RCA GREAT BRITAIN LIMITED

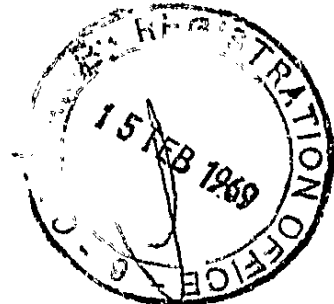
Passed the 14th day of February, 1969.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Lincoln Way, Windmill Road, Sunbury-on-Thames, Middlesex, on the 14th day of February, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:

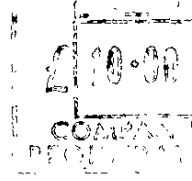
"That the name of the Company be and it is hereby changed to RCA Limited."

W.L. FREEBODY.  
Chairman of Directors.

Signed   
Company Secretary.



No. of Company: 242246



CR £10  
CP 39011

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to The Companies Act, 1948, Sections 18 and 141)

of

RCA GREAT BRITAIN LIMITED


Passed the 14th day of February, 1969.

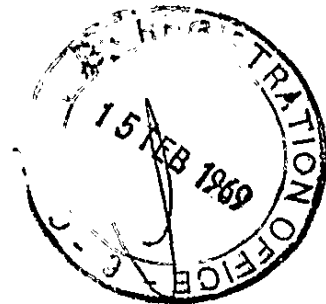
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Lincoln Way, Windmill Road, Sunbury-on-Thames, Middlesex, on the 14th day of February, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:

"That the name of the Company be and it is hereby changed to RCA Limited."

W.L. FREEBODY.  
Chairman of Directors.

Signed

  
Company Secretary.



M/V



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 242246

1142

Whereas

**RCA GREAT BRITAIN LIMITED**

was incorporated as a limited company under the  
**COMPANIES ACTS, 1908 TO 1917,**

on the **10TH SEPTEMBER, 1929**

And whereas by special resolution of the Company and with the approval  
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company  
incorporated under the name of

**RCA LIMITED**

Given under my hand at London the **3RD MARCH, 1969.**

  
Assistant Registrar of Companies

C.172

*R*

*✓*

FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 242246

I hereby certify that

R.C.A.LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

SERÇO LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 29 JULY 1987

A handwritten signature in cursive script, appearing to read 'D.M. Wilkie'.

D.M. WILKIE

an authorised officer

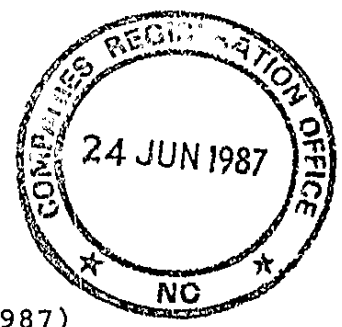
my private.

ASIF

THE COMPANIES ACTS 1908 TO 1945

COMPANY LIMITED BY SHARES

RESOLUTION  
of  
RCA LIMITED



(passed on 12<sup>th</sup> June 1987)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company  
duly convened and held at *Lincoln Way, Windmill Road, Sunbury-on-Thames*  
on 12<sup>th</sup> June at *9* am/pm the following  
Resolution was passed as a SPECIAL RESOLUTION:-

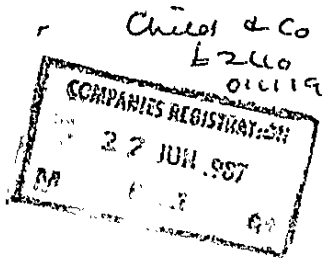
SPECIAL RESOLUTION

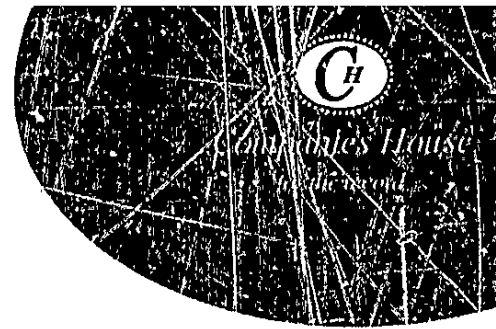
THAT the name of the Company be changed to SERCO LIMITED.

*[Signature]*

Chairman

0061t





## **NOTICE OF ILLEGIBLE PAGES**

**Companies House regrets that documents in this company's record have pages which are illegible.**

**The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.**

**Companies House would like to apologise for any inconvenience this may cause**





Number of }  
Copies }  
to be }  
made }  
of }  
this }  
form }  
No. }  
11

Form No. 41.

# THE COMPANIES ACTS 1908 to 1917.



A 5s.  
Companies'  
Registration  
Fee Stamp  
to be  
impressed  
here.

DECLARATION of Compliance with the requirements of the Companies  
(Consolidation) Act 1908, on behalf of a Company proposed to be  
registered as R. C. A. Photophone

LIMITED.

REGISTERED  
10 SEP 1929

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

acted for filing by

SHEARLY SANDERS & CO.,  
BEDDON HOUSE,  
10/11, REGENT STREET,  
LONDON, W.1.

J. William Shearley Sanders  
of 149/151 Regent Street, London W.1.

(a) Here Insert:  
"A Solicitor of  
the High Court  
engaged in the  
formation."  
or  
"A Director' or  
Secretary named  
in the Articles of  
Association."

Do solemnly and sincerely declare that I am (a) a solicitor of  
the High Court engaged in the formation  
of

R. C. A. Phonophone

Limited, and that all and every the requirements of the Companies  
(Consolidation) Act 1908, 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 32 Maddox Street  
in the County of London

the 3rd day of September

One thousand nine hundred and twenty-nine

Before me,

R. P. Webster

J. William Shearley Sanders

of Certificate.....242246

Form No. 25.



R C a Photophone COMPANY, LIMITED.

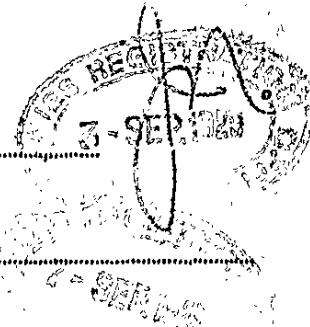
STATEMENT of the Nominal Capital made pursuant to s. 112 of the Companies Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.)

REGISTERED  
10 SEP 1929

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

Prepared for registration by

SHEARLY SANDERS & CO.,  
BEDDON HOUSE,  
149/151, REGENT STREET,  
LONDON, W.1.



The NOMINAL CAPITAL of the RCA Photophone

..... Company, Limited,

is £ 100,000 divided into 100 shares of £ 1,000,

each.

Signature M. Shearley Sanders

Solicitor engaged in the  
Registration of the Company  
Description.....

Date 31st August 1928

NOTE.—This margin is reserved for Binding, and must not be written across.



248246/3



*The Companies Acts 1908 to 1917.*

COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

# R C A PHOTOPHONE LIMITED.

REGISTERED

10 SEP 1929

1. The name of the Company is "R C A PHOTOPHONE LIMITED."

2. The registered office of the Company will be situate in England.

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

(A) To manufacture, purchase, sell, distribute, deal in, license, lease, take or let on hire, produce and exhibit gramophones, phonographs, cinematograph films of any description, phonographic records and musical instrument of every kind and description, cinematograph and photographic machines, cameras and accessories of every kind and description, appliances for the recording, production and reproduction of sound either in conjunction with the use of cinematograph apparatus and the exhibition of cinematograph pictures or otherwise, electrical machinery, plant and apparatus, lamps and fittings of all kinds, wireless apparatus, valves and fittings of all kinds, cables and wires of all kinds, whether for electrical, telegraphic, telephonic or any other purpose whatsoever, telegraphic and telephonic apparatus and fittings of all kinds, machinery, implements, rolling-stock, engines and vehicles of every description, chemicals

To carry on businesses, &c.

of every description, dyes, glass, and all kinds and descriptions of goods, articles and materials whatsoever.

Acquire lands, buildings, &c.

- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind whatsoever which the Directors may think necessary or convenient for the Company's business, and to erect, construct, lay down, enlarge, alter and maintain any buildings, works, plant, machinery, roads, railways, wharves, canals and all other works which the Directors may think necessary or convenient for the Company's business.

Erect buildings, &c.

Acquisition of shares, &c.

- (C) To acquire, either by original subscription, purchase exchange or by any other means whatsoever, and hold, shares, stock, debentures, debenture stock, bonds, notes, and any other securities issued or guaranteed by any company or corporation, whether established in the United Kingdom or in any other part of the world whatsoever, and any stock, debentures, debenture stock, bonds, notes and any other securities issued or guaranteed by any state, government, sovereign ruler, commissioners, public or quasi-public body, or any authority, whether supreme, municipal, local or otherwise, and whether in the United Kingdom or in any other part of the world whatsoever.

Underwriting, &c.

- (D) To underwrite, issue on commission or otherwise, any shares, stock, debentures, debenture stock, bonds, notes and any other securities issued or guaranteed by any company or corporation whatsoever and wheresoever, and any stock, debentures, debenture stock, bonds, notes and any other securities issued or guaranteed by any state, government, sovereign ruler, commissioners, public or quasi-public body, or any authority whether supreme, municipal, local or otherwise, and whether in the United Kingdom or in any other part of the world whatsoever.

To establish companies

- (E) To establish or assist in the establishment of any company, corporation or any association (whether incorporated or not incorporated), whose objects shall include the undertaking of any trade, business, work, project or enterprise of any description whatsoever,

whether in the United Kingdom or elsewhere, and whether such company or corporation or association shall be established in the United Kingdom or elsewhere, and to acquire, by original subscription, purchase, exchange, or by any other means whatsoever, and hold, any shares, stock, debentures, debenture stock, bonds, notes and any other securities of any such company, corporation or association.

- (F) To carry on any trade, business or vocation whatsoever which, in the opinion of the Directors, can be advantageously carried on by the Company, either in connection with or as ancillary or in addition to any other trade, business or vocation of the Company. Kindred businesses, &c.
- (G) To take part in the management, supervision or control of and to finance any business, undertaking, work, project or enterprise of any company, corporation, association, firm, person or body of persons whatsoever and wheresoever, and to investigate and examine into the conditions, prospects, character and circumstances of any such business, undertaking, work, project or enterprise, and of any assets, property or rights; to make researches and to conduct experiments, and to join associations and other bodies and to contribute funds for promoting research and inventions in connection with any business for the time being carried on by the Company or by any company, corporation or association in or with which the Company is interested or associated. To manage businesses, &c.
- (H) To issue debentures, debenture stock, bonds, notes and other securities, whether secured or not secured by any mortgage or charge on any property of the Company, as to the Directors may seem expedient, and with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and to make the same perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same, by trust deed or otherwise, on all or any part of the undertaking, and all or any part of the real and personal property, both present and future, and all or any part of the uncalled capital of the Company, and to issue the same at par, or at a premium or at a discount. Issue securities, &c.
- (I) To borrow, raise and secure the payment of money for the purpose of the Company's business, and Borrow money and secure same by mortgage or charge on undertaking, &c.

with a view thereto to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company.

Pay for property,  
&c., in cash or  
shares

(J) To pay for any property or rights acquired by the Company, either in cash or shares, credited either as fully or partly paid, or stock, debentures, debenture stock, bonds, notes or any other securities of the Company which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Directors may think fit.

Issue and deposit  
securities

(K) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company, or of any other company or corporation, or of any association, firm, person or body of persons.

To guarantee  
contracts, &c.

(L) To give any guarantees for the due performance of any contract or obligation of any other company or corporation, or of any association, firm, person or body of persons.

To guarantee  
dividends, &c.

(M) To guarantee the payment of any dividend on any shares or stock issued by any company or corporation, and to guarantee the due payment of any stock, debentures, debenture stock, bonds, notes and other securities issued by any company, corporation, state, government, sovereign ruler, commissioner, public or quasi-public body, or any authority, whether supreme, municipal, local or otherwise, and whether in the United Kingdom or in any other part of the world whatsoever, and of any interest payable in respect thereof.

Receive deposits  
and loans and act  
as bankers

(N) To receive money or securities on deposit or loan upon such terms as the Directors may think fit, and generally to act as bankers.

Make advances

(O) To lend money to any person or persons, firm or corporation upon such terms as the Directors may think fit, and whether with or without security.

Grant pensions, &c.

(P) To grant pensions, allowances, gratuities and bonuses to Directors and other officers and to employes, and to former Directors or other officers and to ex-employes, of the Company, or the dependents of



- such persons, and to establish and support, or to aid in the establishment and support of, any schools and any commercial, educational, scientific, literary, religious or charitable institutions or objects, or any trade or industrial societies, as the Directors may think fit, and any club or other establishment which, in the opinion of the Directors, is calculated to advance the interests of the Company or of the persons employed by the Company; to obtain and pay the expenses of any Act of Parliament, Order or Licence, which the Directors may think necessary or desirable for the purposes of the Company, and to oppose and resist and to pay or contribute to the costs of opposing any Bill in Parliament or any proceedings, application, agitation or movement which, in the opinion of the Directors, may seem directly or indirectly adverse to the interests of the Company or of any company in or with which this Company is interested or associated.
- (Q) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments. Support and subscribe to schools and other institutions and societies  
Make and accept bills of exchange, &c.
- (R) To invest and deal with the moneys of the Company not immediately required in such investments or securities as the Directors may from time to time think fit. Invest moneys
- (S) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares, stock, debentures, debenture stock, bonds, notes or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business, and to pay the preliminary expenses of the Company. Pay brokerage and commissions and preliminary expenses
- (T) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid shares, or in stock, debentures, debenture stock, bonds, notes or other securities of any company or corporation whatsoever and wheresoever, or partly in one mode and partly in another, and generally on such terms as the Directors may think fit, and to hold, deal with or dispose of any consideration so received. Accept payment in cash or shares, &c.

Enter into  
partnership  
or joint purse  
arrangements, &c.

(v) To enter into partnership or any arrangement in the nature of a partnership or for sharing profits, union of interests, co-operation or joint adventure with any company, firm or person.

Promote other  
companies

(v) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall, in the opinion of the Directors, be in any manner calculated to advance directly or indirectly the objects or interests of this Company.

Purchase other  
business or property

(w) To purchase or otherwise acquire and undertake all or any part of the business, property, transactions, obligations and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of any property which, in the opinion of the Directors, is suitable for the purposes of this Company.

Sell or otherwise  
deal with  
undertaking

(x) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in respect of, and in any other manner whatsoever deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the property or assets for the time being of the Company, and for any consideration, whether in cash (by instalments or otherwise) or in shares (fully or partly paid), or in stock, debentures, debenture stock, bonds, notes or other securities of any company or corporation whatsoever and wheresoever, or partly in one mode and partly in another, and generally on such terms as the Directors may think proper, and to hold, deal with or dispose of any consideration so received.

Amalgamate  
with other company

(y) To amalgamate in any manner with any other company, and in particular but without prejudice to the generality hereof to effect such amalgamation by the sale to any such other company (for fully or partly paid shares, or for stock, debentures, debenture stock, bonds, notes or other securities of any company or otherwise) of the whole or any part of the undertaking of this Company, subject or not subject to the whole or any of the liabilities of this Company, and with or without the winding up of this Company, and if without the winding up of

this Company upon the footing that the acquisition by means of such sale and the holding of the said shares, stock, debentures, debenture stock, bonds, notes or other securities shall be deemed to be one of the principal objects of the Company ; or by the purchase (for cash or for fully or partly paid shares, or for stock, debentures, debenture stock, bonds, notes or other securities of this Company, or otherwise) of the whole or any part of the undertaking of any such other company, subject or not subject to the whole or any of the liabilities of such other company (with full power to carry on such undertaking when purchased), or by the purchase of the whole or any part of the shares or stock of any such other company

- (Z) To distribute among the members in specie any property of the Company. Distribute property among members
- (AA) To do all or any of the above things in any part of the world, and 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, and to cause the Company to be registered or recognised in any foreign country or place. Ancillary, &c.
- (BB) To do all such other things as in the opinion of the Directors are incidental or conducive to the attainment of the above objects or any of them, or as in the like opinion are considered likely to further, either directly or indirectly, the interests of the Company or its members.

And it is hereby declared that the words " the Directors " in this clause shall mean the Directors for the time being of the Company, and that the word " company " in this clause, except where used in reference to this Company, shall, where the context so permits, be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to or inference from any other paragraph or the name for the time being of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company: Provided that

nothing herein contained shall empower the Company to carry on the business of assurance, or to grant annuities within the meaning of the Assurance Companies Act 1909, as extended by the Industrial Assurance Act 1923, or to re-insure any risks under any class of assurance to which those Acts apply.

Liability of  
members

4. The liability of the members is limited.

Capital of  
Company

5. The share capital of the Company is £100, divided into 100 ordinary shares of £1 each.

Terms of shares  
with preference, &c.

Subject and without prejudice to any special rights or privileges for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any of the shares in the original capital for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage whatsoever over any shares previously issued or then about to be issued, or with such restrictions or with such deferred rights as compared with any other shares previously issued, or then about to be issued, and with such special right or without any right of voting, and generally on such terms and subject to such conditions and provisions as may from time to time be determined.

All or any of the special rights or privileges for the time being attached to any special class of shares for the time being forming part of the capital of the Company may from time to time and at any time be altered, modified, dealt with or abrogated in any manner with such sanction as is provided for by the Articles of Association for the time being in force, but not otherwise.

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.	Number of Shares taken by each Subscriber.
<i>C.W. Shearby Sanders</i> <i>44 Ridgmont Gardens</i> <i>London. W.T. 1.</i> <i>Solicitor</i>	<i>One</i>
<i>Paul Messer</i> <i>% University Club</i> <i>5th Ave. New York</i> <i>Mech. Engineer</i>	<i>one</i>

Dated this 30<sup>th</sup> day of August 1929.

Witness to the above Signatures—

*D. Hallam*

Accountant  
 142, Wardour Street  
 London W.1



The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

## R C A PHOTOPHONE LIMITED.

REGISTERED  
10 SEP 1929

### PRELIMINARY.

Private Company

1. The Company is registered as a Private Company, and accordingly (A) the right to transfer the shares is restricted in manner hereinafter provided ; (B) the number of members of the Company (exclusive of persons who are in the employment of the Company and the persons who have been formerly in the employment of the Company who are while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty : Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single person ; (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

### TABLE A.

Table A excluded

2. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

### INTERPRETATION.

Interpretation clause

3. The marginal notes hereto shall not affect the construction hereof, and, except when the subject or context otherwise requires, in these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof :—

WORDS.

MEANINGS.

Definitions

The Company .. R C A PHOTOPHONE LIMITED.

WORDS.	MEANINGS.
The Statutes ..	The Companies Acts 1908 to 1917, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles ..	These Articles of Association as originally framed or as altered from time to time by Special Resolution;
The Directors ..	The Directors for the time being of the Company.
The Board ..	The Board of Directors for the time being of the Company.
The Chairman ..	The Chairman for the time being of the Directors.
The Deputy-Chairman	The Deputy-Chairman for the time being of the Directors.
The Secretary ..	The Secretary for the time being of the Company, or the person for the time being acting as Secretary.
United Kingdom	Great Britain and Northern Ireland.
Office .. ..	The registered office for the time being of the Company.
Seal .. ..	The common seal of the Company.
In writing ..	Written, printed or lithographed, or visibly expressed in all or any of these or any other modes of representing or reproducing words in visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Except as aforesaid, any words or expressions defined in the statutes shall bear the same meanings in these Articles.

Words in statutes to bear same meaning in Articles

#### BUSINESS.

4. Any branch or kind of business which by the Memorandum of Association of the Company, or these Articles, is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit and, further, may be suffered by them to be in abeyance, whether such branch or kind of business may

Directors may commence or drop any branch business

have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

Office of Company

5. The office shall be at such place as the Directors shall from time to time appoint.

#### SHARES.

Underwriting of shares

6. The Company may pay a commission not exceeding 25 per cent. of the nominal amount of the shares, or an amount equivalent thereto, to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company. Any such commission may be paid in cash or in fully or partly paid shares of the Company at par, or partly in one way and partly in the other, as may be arranged. The requirements of Sections 26, 88, 89 and 90 of the Companies (Consolidation) Act 1908 shall be observed.

Payment of interest out of capital in certain cases

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 91 of the Companies (Consolidation) Act 1908, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

Shares at disposal of Directors

8. The shares taken by the subscribers to the Memorandum of Association shall be duly issued by the Directors. Subject as aforesaid, all the shares of the Company for the time being unissued shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, but so that, unless and until allowed by law, no shares shall be issued at a discount.

Receipts of joint holders of shares

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

No trust recognised

10. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles otherwise expressly



provided or as by statute required or under an order of Court) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder, or in the case of a share warrant in the bearer of the warrant for the time being.

11. Every member shall, without payment, be entitled to receive within two months after allotment or registration transfer (unless the conditions of issue otherwise provide) a certificate under the seal specifying the shares allotted or transferred to him and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

Members entitled to share certificates

12. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement on delivery up of the old certificate, and in case of destruction or loss on execution of such indemnity (if any) and in either case on payment of such sum, not exceeding one shilling, as the Directors may from time to time require. In case of destruction or loss, the member to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.

New certificate may be issued

13. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

Member not entitled to dividend or to vote until all calls paid

#### LIEN ON SHARES.

14. The Company shall have a first and paramount lien and charge on all the shares not fully paid up registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article, and the same shall be exempted therefrom accordingly.

Company to have lien on shares

15. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto at such time or times

Lien may be enforced by sale of shares

and in such manner as they think fit, but no sale shall be made until such time as the moneys are presently payable, and until a notice in writing stating the amount due and demanding payment, and giving notice of intention to sell in default, shall have been served in such manner as the Directors shall think fit on such member or the person (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for seven days after such notice.

Application of  
proceeds of sale

16. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares; provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.

Directors may  
enter purchaser's  
name in share  
register

17. Upon any such sale as aforesaid, the Directors may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### CALLS ON SHARES.

Directors may  
make calls

Fourteen days'  
notice to be given

When call deemed  
made

18. The Directors may, subject to the regulations of these Articles and to any conditions of allotment, from time to time make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of any or each call, and each shareholder shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed.

Liability of  
joint holders

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on unpaid  
call

20. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of 10 per cent. per annum from the day

appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof.

21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date and any instalment of a call shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

Sums payable on allotment deemed a call

22. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Difference in calls

23. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and such shareholder, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

Calls may be paid in advance

#### TRANSFER OF SHARES.

24. Subject to the restrictions of these Articles, any member may transfer all or any of his shares, but every transfer must be in writing, and in the usual common form or in such other form as the Directors may approve, and must be left at the office of the Company, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

Members may transfer shares

25. The instrument of transfer of a share shall be signed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Transfers to be executed by both parties

26. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of any share to any person whom they shall not approve, not being already a member of the Company.

Directors may refuse to register transfers in certain cases

27. The Directors may also refuse to register any transfer of shares on which the Company has a lien.

Transfer fee

28. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

Register of members may be closed

29. The register of members shall be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company.

#### TRANSMISSION OF SHARES.

On death of member survivor or executor only recognised

30. In the case of the death of a registered member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Person becoming entitled on death or bankruptcy of member may be registered

31. Any person becoming entitled to a registered share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, and subject as in these Articles provided, either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof.

Person electing to be registered to give notice

32. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred, and the notice were a transfer executed by the person from whom the title by transmission is derived.

Person electing to have nominee registered to execute transfer

33. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.

34. A person entitled to a registered share by transmission shall not be entitled as of right to receive, or give a discharge for, any dividends, bonuses or other moneys payable in respect of the share, and he shall not be entitled to receive notices of or to attend or vote at meetings of the Company, or to any of the rights or privileges of a member, unless and until he shall have become registered as the holder of the share.

#### FORFEITURE OF SHARES.

35. If any shareholder fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid, together with any accrued interest and any expenses incurred by the Company by reason of such non-payment.

Directors may require payment of call with interest and expenses

36. The notice shall name a further day on or before which such call, or such part thereof as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

Notice requiring payment to contain certain particulars

37. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

On non-compliance with notice shares forfeited on resolution of Directors

38. A forfeiture of shares under the preceding Articles shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Forfeiture to include dividends declared though not actually paid

39. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of forfeiture to be given and entered in register of members

40. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed

Directors may allow forfeited share to be redeemed

upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.

Shares forfeited  
belong to Company

41. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold, or re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid.

Holders of forfeited  
shares liable for  
call made before  
forfeiture

42. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, with interest thereon to the date of payment at such rate not exceeding 10 per cent. per annum as the Directors shall think fit, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.

Consequences of  
forfeiture.

43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the statutes given or imposed in the case of past members.

Title to forfeited  
share

44. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the time when it was forfeited, shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the seal delivered to a purchaser or allottee thereof, shall constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

### INCREASE OF CAPITAL.

45. The Company in General Meeting, or the Company by resolution of the Directors, may from time to time, and at any time, whether all the shares for the time being authorised shall have been issued or not, or all the shares for the time being issued shall have been fully called up or not, increase the capital of the Company by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the General Meeting resolving upon the creation thereof shall direct, or if the increase is effected by the resolution of the Directors, as the Directors shall determine. Any shares in such increased capital may (subject to the existing rights of issued share capital having preferential or other special rights) have annexed thereto such rights, privileges or restrictions as the General Meeting resolving upon the creation thereof shall direct, or failing such direction, or if the increase is directed by resolution of the Directors, as the Directors shall determine, and in particular any shares may have annexed thereto a preferential or qualified right to dividends, or in the distribution of assets, or special rights of or an absolute or qualified restriction on voting.

Company may increase its capital

46. Subject to any determination to the contrary that may be made in accordance with the powers contained in the Memorandum of Association or these Articles, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.

New shares considered as original capital

### ALTERATIONS OF CAPITAL.

47. The Company may by Ordinary Resolution—

Company may alter its capital

- (A) Consolidate and divide its capital into shares of larger amount than its existing shares, or
- (B) 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.

And may by Special Resolution—

- (A) By sub-division of its existing shares, or any of them divide its capital, or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association, and so that as between the holders of the resulting shares one or more of such shares may by the resolution by which the sub-division

is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares, or

- (B) Reduce its capital in any manner authorised by the statutes.

Any alteration of capital to be made according to statutes

48. Anything done in pursuance of the last preceding Article shall be done in manner provided and subject to any conditions imposed by the statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.

Directors may return paid-up capital on certain terms

49. The Directors may from time to time return paid-up capital upon the footing that, and the result shall be that, the amount returned may be called up again in the same manner as if it had never been paid up.

#### INITIAL CAPITAL.

Initial capital

50. The initial capital of the Company is £100, divided into 100 ordinary shares of £1 each.

#### MODIFICATION OF RIGHTS.

Rights of shareholders may be altered

51. All or any of the special rights or privileges attached to any class of shares for the time being forming part of the capital of the Company, may be altered, modified, dealt with or abrogated in any manner with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings shall *mutatis mutandis* apply, but so that no member who is not a Director shall be entitled to notice thereof or to attend thereat unless he be a holder of shares of the class, and that the necessary quorum shall, subject to the provisions as to an adjourned meeting hereinafter contained, be members of the class holding or representing by proxy one-tenth of the capital paid or credited as paid on the issued shares of the class, and that a poll may be demanded by any member of the class present and entitled to vote at such separate meeting and that, subject to the provisions of these Articles, on a show of hands, every member of the class personally present shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of the class of which he is the holder: Provided that this Article shall not be construed as implying the necessity for any such sanction as aforesaid in any case in which but for this Article such sanction would have been unnecessary: Provided further that this Article shall not be construed as requiring the



separate sanction as aforesaid of the holders of any class of shares for the time being forming part of the capital of the Company to the creation or issue of any further shares of any existing class of shares whatever for the time being forming part of the capital of the Company, and accordingly in such case no such separate sanction as aforesaid shall be required. The last foregoing proviso shall be subject to any condition to the contrary which may be made upon the issue of any of the shares of the Company.

#### GENERAL MEETINGS.

52. The Statutory General Meeting shall be held at such time within a period of not less than one month nor more than three months from the date at which the Company is entitled to commence business and at such place as the Directors may determine. The provisions of Section 65 of the Companies (Consolidation) Act 1908 shall be observed with respect to such meeting, and the matters preliminary thereto.

Statutory General Meeting

53. Subsequent General Meetings shall be held once in every year, at such time and place as may be determined by the Company in General Meeting, or failing such determination by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings.

Subsequent General Meetings

54. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

Ordinary and Extraordinary Meetings

55. The Directors may call an Extraordinary Meeting whenever they think fit.

Directors may call Extraordinary Meeting

56. The Directors shall convene an Extraordinary General Meeting whenever a requisition in writing, signed by members of the Company holding in the aggregate not less than one-tenth of the issued share capital of the Company upon which all calls or other sums then due have been paid up, and stating the objects of the meeting, shall be deposited at the office of the Company. Such a requisition may consist of several documents in like form, each signed by one or more requisitionists.

Members may requisition Directors to call Extraordinary Meeting

57. If the Directors do not proceed to cause a meeting to be held within twenty-one days after the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

If Directors neglect to call meeting requisitionists may call it

58. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith

Directors must convene confirmatory meeting or requisitionists may call it in case of neglect

convene a further Extraordinary General Meeting for the purpose of considering the resolution, and, if thought fit, of confirming it as a Special Resolution, and if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution the requisitionists, or a majority of them in value, may themselves convene the meeting. All meetings convened by requisitionists under this and the last preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.

Notice of meeting

59. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members as are under the provisions hereinafter contained entitled to receive notices from the Company; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed or proceeding had at any such meeting.

Notice of meetings to pass Special Resolution

60. When a Special Resolution is proposed to be passed, the two meetings may be convened by one notice, and the second meeting may be convened by such notice contingently on the proposed resolution being passed at the first meeting by the necessary majority.

#### PROCEEDINGS AT GENERAL MEETINGS.

Special business

61. All business shall be deemed special that is transacted at the statutory or at an Extraordinary General Meeting. All business that is transacted at an Ordinary Meeting other than the Statutory Meeting shall also be deemed special, with the exception of the declaration of a dividend, the consideration of the accounts and balance sheets and the ordinary reports of the Directors and Auditors, and the fixing of the remuneration of the Auditors.

Members may submit resolution to meeting on giving notice to Company

62. Any member entitled to be present and vote at a meeting may submit any resolution to any General Meeting, provided that within the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing, signed by him, containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than fourteen intervening days.

Secretary to give notice to members

63. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall include in the notice of the meeting, in any case where the notice of intention is received

before the notice of the meeting is issued, and shall in any other case issue as quickly as possible to the members, notice that such resolution will be proposed.

64. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members personally present shall be a quorum for the choice of a Chairman, the declaration of a dividend and the adjournment of the meeting. For all other purposes the quorum shall be three members personally present.

No business to be transacted unless quorum present

How quorum to be ascertained

65. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.

If quorum not present meeting adjourned or dissolved

66. With the consent of any meeting at which a quorum is present, the Chairman of the meeting may adjourn the meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. Except as provided by the statutes in the case of a Statutory Meeting, no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of adjournment to be given

67. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act, the Deputy-Chairman (if any) shall be entitled to preside, or if there be no Chairman or Deputy-Chairman, or if neither of them shall be present within such fifteen minutes, or, being so present, shall be unwilling to preside, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, one of themselves to be Chairman of the meeting.

Chairman of Board to preside at all meetings

How resolution  
decided

68. At any General Meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting, or by any Director or in writing by at least three members present in person and entitled to vote, or a member or members holding or representing by proxy or entitled to vote in respect of one-tenth or more of the capital represented at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll to be taken as  
Chairman shall  
direct

69. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in certain  
cases

70. No poll shall be demanded on the election of a Chairman of a meeting.

Chairman to have  
casting vote

71. In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a further or casting vote, in addition to the votes to which he may be entitled as a member.

Business to be  
continued if poll  
demanded

72. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

Member to have  
one vote or one  
vote for every share

73. Subject to any special rights or restrictions for the time being attaching to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only, and in case of a poll every member shall have one vote for every share held by him.

Votes of lunatic  
member

74. If any member be a lunatic, idiot or *non compos mentis* he may vote, whether on a show of hands or at a poll, by his committee, *curator bonis*, or other legal curator, and such last-mentioned persons may give their votes by proxy on a poll.

75. If two or more persons are jointly entitled to a share then, in voting upon any question, the vote of a senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Votes of joint holders of shares

76. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, whether alone or jointly with any other person, together with interest and expenses (if any) shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.

Registered members only entitled to vote

77. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a company or corporation may vote on a show of hands. No person who is not entitled to be present and vote in his own right shall act as a proxy except for a company or corporation.

How votes may be given and who can act as proxy

78. Any company or corporation which is a member of this Company may, by minute of its Directors, authorise any person to act as its representative at any meeting of this Company; and such representative shall be entitled to exercise the same powers on behalf of the company which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.

Representation of companies which are members of this Company at meetings

79. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.

Instrument appointing proxy to be in writing

80. 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 such power or authority, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

Instrument appointing a proxy to be left at Company's office

81. 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

When vote by proxy valid though authority revoked

of the authority under which it was executed, or the transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office one hour at least before the time fixed for holding the meeting.

Form of proxy

82. Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit—

“ R O A PHOTOPHONE LIMITED.

“ I, \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ a member of R O A PHOTOPHONE LIMITED,  
“ and entitled to \_\_\_\_\_ votes, hereby  
“ appoint \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ another member of the Company, and failing him,  
“ \_\_\_\_\_,  
“ of \_\_\_\_\_,  
“ another member of the Company to vote for me  
“ and on my behalf at the [Statutory, Ordinary, or  
“ Extraordinary, or Adjourned, as the case may be]  
“ General Meeting of the Company, to be held on  
“ the \_\_\_\_\_ day of \_\_\_\_\_, and at every  
“ adjournment thereof.

“ As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_ ”

or in such other form as the Directors may from time to time approve.

DIRECTORS.

Appointment and number of Directors

83. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than <sup>three</sup>~~two~~ nor more than seven. The first Directors shall be the persons who shall be nominated as such in writing, either before or after the incorporation of the Company, by the subscribers to the Memorandum of Association ; and each of such first Directors may act before he acquires his qualification, but he must acquire the same within one month from the incorporation of the Company, and unless he shall do so shall be deemed to have agreed to take such shares from the Company, and the same shall be allotted to him forthwith accordingly.

84. The Directors may from time to time appoint any qualified person to be a Director, either to fill a casual vacancy or by way of addition to the Board, but so that the maximum number fixed as above shall not be thereby exceeded. Any

*cut*  
*Mr*

Director appointed under this Article shall hold office only until the Ordinary General Meeting following next after his appointment, but shall then be eligible for re-election.

85. The continuing Directors at any time may act, notwithstanding any vacancy in their body : Provided always that in case the Directors shall at any time be reduced in number to less than two, it shall be lawful for <sup>the continuing Directors</sup> ~~them~~ to act as Directors for the purpose of filling up vacancies in <sup>the Board</sup> ~~their body~~ or calling a General Meeting of the Company, but not for any other purpose.

Directors may act notwithstanding vacancies, but if less than three may only fill vacancies or call meeting

*CWT. Jm*

86. The qualification of a Director shall be the holding of shares of the Company of the nominal value of £1, and this qualification shall be required as well of the first Directors as of all future Directors, and Section 73 of the Companies (Consolidation) Act 1908 shall be duly complied with by every Director. A Director may act before acquiring his qualification, but he must acquire the same within one month after his appointment.

Directors' qualification

87. A member or members holding two-thirds of the issued share capital of the Company may at any time without any notice remove a Director or Directors from office and appoint, if he or they so desire, a person or persons to be a Director or Directors either to fill a vacancy or vacancies or by way of addition to the Board, but so that the maximum number fixed by these Articles shall not be thereby exceeded.

88. The Directors <sup>including the Chairman</sup> shall be paid out of the funds of the Company all their travelling, hotel and other expenses properly and necessarily incurred by them in attending meetings of the Directors or members or otherwise on the affairs of the Company, and the Directors <sup>but including the Chairman</sup> (other than a Managing Director or Managing Directors) shall also be paid out of the funds of the Company by way of remuneration for their services, such sum as shall from time to time be fixed by the Company in General Meeting. Such remuneration may be either by way of a fixed sum or by a percentage of profits, or by both such means or otherwise as shall be determined by the Company in the resolution fixing the remuneration, and such resolution shall remain in force until varied at a subsequent General Meeting.

*CWT. Jm*  
*CWT. Jm*

89. If any of the Directors shall be appointed to perform extra services, or to make any special exertions in going or residing abroad for any of the purposes of the Company or otherwise, the Directors may remunerate such Director, either by a fixed sum or by a percentage of profits, or otherwise as may be prescribed, and such remuneration may be either in addition to or in substitution for his remuneration hereinbefore provided.

90. A Director may hold any office or place of profit in the Company in conjunction with his Directorship, except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as the Directors may think fit, and may retain any such remuneration for his own use and benefit. Any such remuneration may be by way of salary, commission, participation in profits, or partly in one way and partly in another, or otherwise as may be arranged, and such remuneration may be made payable in addition to or in substitution for all or any part of his ordinary remuneration as a Director. Furthermore, a Director may accept and hold any directorship or any other office in any other company in which this Company is interested, with or without remuneration, and shall not be accountable to this Company for any such remuneration.

#### CHAIRMAN AND DEPUTY-CHAIRMAN.

91. The Directors may from time to time elect one of their number to be the Chairman of the Board of Directors, and one of their number to be Deputy-Chairman of the Board of Directors, and determine in each case the period for which they are to hold office as such Chairman and Deputy-Chairman respectively. The Deputy-Chairman, while he continues to hold such office, shall not be subject to retirement by rotation, or be taken into account in determining the rotation of retirement of Directors; but, subject to the provisions of any contract between him and the Company, he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall, *ipso facto* and immediately, cease to be the Deputy-Chairman.

#### MANAGING DIRECTORS.

Directors may  
appoint Managing  
Director

92. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors, for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, but so that no Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes, and such remuneration may be made payable in addition to or in substitution for all or any part of his ordinary remuneration as a Director.



93. A Managing Director, while he continues to hold that office, shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall, *ipso facto* and immediately, cease to be a Managing Director.

What provisions  
Managing Director  
will be subject to

#### SECRETARY.

94. The first Secretary of the Company shall be the person nominated as such in writing, whether before or after the incorporation of the Company, by a majority of the subscribers to the Memorandum of Association. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, and such substitute shall for all the purposes of these Articles be deemed to be the Secretary during the period for which he is appointed.

Secretary

Power for Directors  
to appoint a  
substitute

#### POWERS OF DIRECTORS.

95. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment, registration, flotation and advertisement of the Company as they think fit, and by whomsoever the same were incurred, and may exercise all such powers and discretions of the Company (including the powers and discretions expressly mentioned in Clause 3 of the Memorandum of Association of the Company), and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the statutes, 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 such regulation had not been made.

Business of  
Company to be  
managed by  
Directors

96. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least a Managing Director and of the Secretary or two Directors, and the said Managing Director and Secretary or two Directors shall sign every instrument to which the seal shall be so

Seal to be affixed  
by authority of  
resolution of Board  
and in the presence  
of one Director  
and Secretary or  
two Directors

affixed in their presence, and, in favour of any purchaser or person *bona fide* dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. Every certificate of shares or stock of the Company shall be issued under the seal.

Company may exercise powers under Section 79 of the Companies (Consolidation) Act 1908

97. The Company may exercise all the powers of Section 79 of the Companies (Consolidation) Act 1908, and the foreign seal shall be affixed by the authority and in the presence of, and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time appoint. The Company may also exercise the powers of Sections 34 and 35 of the same Act with reference to the keeping of branch registers and shall observe the obligations and conditions imposed by those sections.

Local Boards, &c.

98. The Directors may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Appoint Attorneys

99. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person, or any fluctuating body of 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 these Articles), and for such period and subject to such conditions as they may think fit, and any such power 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 may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

100. The Directors may from time to time at their discretion raise or borrow and secure the payment of any sum or sums of money for the purposes of the Company, but so that the amount for the time being remaining undischarged of moneys raised or borrowed by the Directors for the purposes of the Company, otherwise than by the issue of share capital, shall not, without the sanction of a General Meeting, exceed the sum of £50,000 or a sum equivalent to twenty times the amount of the authorised capital for the time being of the Company, whichever of such two sums is the greater; but no lender shall be bound to see that this limit is observed.

Limit to Directors' borrowing powers

101. All moneys, bills and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened in the name of the Company. Cheques on the Company's bankers, unless and until the Directors shall otherwise from time to time resolve, shall be signed by the Chairman, a Managing Director or any one Director and the Secretary.

All moneys to be paid to or deposited with the Company's bankers to an account

Cheques to be signed by Chairman, Managing Director, or any Director and Secretary

#### DISQUALIFICATION OF DIRECTORS.

102. The office of a Director shall be vacated—

- (A) If a receiving order is made against him, or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or becomes of unsound mind.
- (C) If he ceases to hold the number of shares required to qualify him for office or does not acquire the same within two months after election or appointment.
- (D) If he shall be called upon by a member or members holding two-thirds of the issued share capital (or by his or their duly authorised agent or attorney) to resign his office.
- (E) If by notice in writing to the Company he resigns his office.

Office of Director vacated in certain cases

103. A Director may contract with and be interested in any contract or arrangement made with the Company, either as vendor, purchaser or otherwise howsoever, and shall not be liable to account for any profit made or benefit received by him by reason of any such contract or arrangement, but the general nature of the interest of the Director in such contract or arrangement shall be declared to the Board before the same is entered into if his interest shall then exist, or in any other case at the first meeting of the Directors after the acquisition of his interest at which he is

Director may contract with Company

present ; but the omission by any such Director to disclose his interest as aforesaid in any particular case shall not (if the Board or the court is of the opinion that such omission was accidental, or is of the opinion for any reason whatever that such omission ought fairly to be excused) render such Director in any way liable to account for any such profit made or benefit received by him by reason of the contract or arrangement in question. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested at the time the same is agreed to on behalf of the Company by the Board, and if he do so vote his vote shall not be counted ; but such prohibition against voting shall not apply to any contract or arrangement for giving a Director security for advances or by way of indemnity, or to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, or to any contract or arrangement with any other company of which such Director may be a director or member, and it may at any time be suspended or relaxed to any extent, either generally or in respect of any particular contract or arrangement, and either prospectively or retrospectively by the Company in General Meeting. A general notice that a Director is a member of any specified firm, or a member or a director of any specified company, and is to be regarded as interested in any subsequent contract or arrangement with such firm or company, shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or arrangement with such firm or company. A Director who is present at a meeting of the Directors shall be counted in ascertaining whether or not there is a quorum at such meeting, notwithstanding that such Director shall be in any way interested in any contract or arrangement made with the company which shall be proposed to be entered into or agreed to by the Directors on behalf of the Company at such meeting. If at any time the Directors shall desire to exercise the power of this Company to amalgamate with any other company, and it is proposed that such amalgamation shall be effected by means of the sale of the whole or any part of the undertaking of this Company (subject or not subject to any of the liabilities of this Company) to such other company, and such other company has been promoted by this Company, or this Company has taken part in the promotion thereof, the Directors are and each of them is authorised to enter into and carry into effect on behalf of this Company such agreements and arrangements with such other company, or any person or other company, as may seem to them necessary or desirable for the purpose, and to vote in respect of any such agreements and arrangements notwithstanding that any such Director so voting may be a director

of or a shareholder in any such other company, or may have underwritten any of the shares or debentures of any such other company, or may otherwise be interested in any other manner whatsoever in the said sale, or in any such other company, and accordingly the above-mentioned prohibition against voting shall not apply in respect of any such agreements or arrangements last aforesaid, and no such Director shall be in any way accountable to this Company for any profit or benefit, directly or indirectly, made or received by him by reason of his said interest in such sale or any such other company.

#### ROTATION OF DIRECTORS.

104. At the first Ordinary Meeting in the year 1930, and at the Ordinary Meeting in every subsequent year, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office.

One-third of Directors to retire at Ordinary Meeting

105. The Directors to retire at the Ordinary Meeting in every year, after the year 1930, shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

Senior Directors to retire.

Retiring Director re-eligible

106. Subject as hereinafter provided, the Company shall, at the meeting at which any Directors retire in manner aforesaid, fill up the vacated office of each Director by electing a person thereto.

Office to be filled at meeting at which Directors retire

107. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting unless, within the prescribed time before the day appointed for the meeting, there have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than fourteen clear intervening days.

Members eligible for office of Director if prescribed notice and consent lodged at office

108. Subject as hereinafter provided, if at any meeting at which an election of Directors ought to take place, the places of the retiring Directors, or some of them, are not filled up, the

If at meeting at which Directors retire places not filled up meeting to stand adjourned

meeting shall stand adjourned till the same day in the next week at the same time and place, and if at such adjourned meeting the places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected.

Number of Directors may be increased or reduced

109. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may make the appointments necessary for effecting any such increase, and may determine in what rotation such increased or reduced number shall go out of office; but the provisions of this Article shall not be construed as authorising the removal of any Director from office.

Director may be removed by Extraordinary Resolution

110. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by an Ordinary Resolution appoint another qualified person in his stead; any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed, but shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

Meeting of Directors

111. The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Quorum

Casting vote of Chairman

Chairman to preside, or failing him, the Deputy-Chairman or President

112. The Chairman of the Board of Directors shall be entitled to preside at all meetings of Directors, but if at any time there is no Chairman, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, or being so present shall be unwilling to preside, the Deputy-Chairman shall be entitled to preside, or if there be no Chairman or Deputy-Chairman, or if neither of them shall be present within such fifteen minutes, or being so present, shall be unwilling to preside, ~~the President shall be entitled to preside; but if there be no Chairman, Deputy-Chairman or President, or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, or, being present, shall be unwilling to preside,~~ a Chairman for that meeting shall be appointed by such meeting from among the other Directors present.

*cut off*

113. The Directors may <sup>if their number exceeds three</sup> delegate any of their powers, <sup>Directors may delegate powers to committees</sup> other than the powers to borrow and make calls, to committees consisting of such members of their body as they think fit, <sup>not being less than five in number</sup> and may at any time revoke such delegation. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

*WTS*  
*—*  
*012*

114. All acts bona fide done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding 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.

All acts done by Directors to be valid

115. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors, and of the attendances thereat, and of the proceedings of all meetings of the Company, and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Minutes to be made and when signed by Chairman to be conclusive evidence

ALTERNATE DIRECTORS.

116. Any Director may at any time (with the previous sanction of the Board) appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification.

Alternate Directors

117. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor.

118. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

119. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Directors making or revoking such appointment left at the office.

DIVIDENDS AND RESERVE FUND.

Application of profits

120. Subject to the provisions of these Articles, and to any special rights or privileges for the time being attached to any shares in the capital of the Company having preferential or special rights or special conditions attached thereto in regard to dividend, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in accordance with the rights for the time being attached to such shares respectively, and in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.

Declaration of dividends

*WMS*  
*OM*

121. A General Meeting may from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company, and no larger dividend shall be declared than is recommended by the Directors. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare and pay interim dividends, ~~and the fixed preferential dividend on the preference shares.~~ A declaration by the Directors as to the amount of the profits or other moneys at any time available for dividends shall be conclusive against all persons whether members of the Company or not.

Dividend rights

*WMS*  
*OM*

122. Subject to the provisions of these Articles and to any special rights or privileges for the time being attached to any shares for the time being forming part of the capital of the Company, the profits of the Company which the Directors recommend to be distributed and which it shall be determined to distribute by way of dividend ~~shall be applied, first, in the payment of a fixed cumulative preferential dividend at the rate of 7 per cent. per annum upon the amounts paid or credited as paid up (otherwise than in advance of calls) on the preference shares, and of any arrears of such dividend and, subject thereto, the~~



*cust. jm*

~~balance of such profits~~ shall be distributed among the holders of the ordinary shares by way of dividend *pro rata* according to the number of and in proportion to the amounts paid or credited as paid up (otherwise than in advance of calls) on the ordinary shares held by them respectively.

123. With the sanction of a General Meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights of fully-paid shares, debentures or other securities of any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or bonuses or portions of dividends or bonuses to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any member.

Payment of dividends in specie

124. The Directors may, before recommending any dividend, set aside out of the profits of the Company to provide for depreciation or other charges, such sum or sums (if any) as they think proper, and set aside out of such profits such sum or sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the liquidation of any debt or liability of the Company, or for repairing or maintaining any buildings, works or plant connected with the business of the Company, or for equalising dividends, or for distribution by way of special dividend or bonus, or for any other purposes for which the profits of the Company may lawfully be applied, and the Directors may, pending any such application, employ the sums from time to time so set apart as aforesaid in the business of the Company, or may invest such sums from time to time in such investments (other than the shares of the Company) or securities as they may think fit. The Directors may also from time to time carry forward as being not then available for distribution by way of dividend or bonus such sums as they may think expedient. The Directors may divide any such reserve fund or funds into separate funds for special purposes and may at any time consolidate all or any of such separate funds. Subject to the provisions of these Articles, any reserve fund or funds for the time being subsisting and any profits carried forward may be capitalised in any manner provided by these Articles.

Directors may form a reserve fund and invest it

Notice of dividends

125. Notice of any dividend or bonus that may have been declared shall be given in manner hereinafter provided to such members as are entitled under these Articles to receive notices from the Company.

Unpaid calls and debts may be deducted from dividends

126. The Directors may deduct from any dividend, bonus or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise.

Effect of transfer

127. A transfer of a share shall not pass the right to any dividend declared in respect thereof before the transfer has been registered.

Dividend warrants

128. Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of that member whose name stands first on the register in respect of the joint holding. Every such cheque or warrant shall be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such holders, shall be a good discharge to the Company for all dividends, bonuses or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividend warrants to be sent to members by post

Unpaid dividends not to bear interest

129. No unpaid dividend, bonus or interest shall bear interest as against the Company.

#### CAPITALISATION OF RESERVES, ETC.

130. Subject to any preferential or other special rights or restrictions for the time being attached to any shares for the time being forming part of the capital of the Company, and to the provisions of these Articles, the Company in General Meeting may at any time and from time to time by a resolution direct that any sum not required for the payment or provision of any fixed preferential dividend up to the end of the last preceding financial year of the Company and consisting of (A) any sums for the time being standing to the credit of any reserve fund of the Company, including premiums received on the issue of any shares, debentures, debenture stock, bonds, notes or other securities of the Company, and any amounts made available by reason of any re-valuation of any asset and/or (B) any undivided net profits in the hands of the Company, be capitalised by the

appropriation of the same to the holders for the time being of the ordinary shares of the Company *pro rata* according to the number of, and in proportion to the amounts for the time being paid or credited as paid up (otherwise than in advance of calls) on the ordinary shares held by them respectively, but on the footing that the sum so directed to be capitalised be not paid in cash, but be applied in the payment in full at par of any shares, debentures, debenture stock or other securities of the Company, which shall then be distributed credited as fully paid among such holders of the ordinary shares in the proportions aforesaid, and such resolution shall be effective; and the Directors shall give effect to the same and shall accordingly apply such sum so capitalised for the purpose of making payment in full at par for the shares, debentures, debenture stock or other securities of the Company so to be distributed as aforesaid: Provided that no such capitalisation as aforesaid shall be directed or effected unless recommended by the Directors. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any such fully paid-up shares, debentures, debenture stock or other securities, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares, debentures, debenture stock or other securities in trustees upon such trusts for the members participating in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract shall be filed in accordance with the provisions of the statutes, and the Directors may appoint any person to execute such contract on behalf of the members participating in such appropriation and distribution, and such appointment of and execution by such person shall be effective, and such contract may provide for the acceptance by such members of the fully paid shares, debentures, debenture stock or other securities so to be allotted to them respectively in full satisfaction of their respective claims in respect of the sum so capitalised.

#### ACCOUNTS.

131. The Directors shall cause true accounts to be kept—

Accounts to be kept

- (A) Of the assets and liabilities of the Company.
- (B) Of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place.

The books of account shall be kept at the office, or at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Books to be kept at registered office

Accounts and books  
may be inspected  
by members

132. 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, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

Yearly statement  
of income and  
expenditure to be  
made up and laid  
before Company

133. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company made up to a date not more than nine months before such meeting.

Balance sheet to be  
made out yearly

134. A balance sheet shall be made out in every year and laid before the Company in General Meeting. Such balance sheet shall be made up to a date not more than nine months before such meeting, and shall be accompanied by a report of the Directors as to the state of the Company's affairs and the amounts (if any) which they recommend to be paid in dividend or propose to carry to reserve. A printed copy of such report, accompanied by the balance sheet and statement of accounts, shall, seven days at least before each meeting, be delivered or sent by post to the registered address of every member, ~~and three copies of each of the said documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, the Stock Exchange, London.~~ But any want of compliance with this Article shall not invalidate any of the proceedings at the meeting.

#### AUDIT.

Accounts to be  
audited

135. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.

Provisions as to  
audit

136. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by Sections 112 and 113 of the Companies (Consolidation) Act 1908, and any statutory modification, extension or re-enactment thereof for the time being in force.

#### NOTICES.

Service of notices  
by Company

137. A notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

138. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share.

How joint holders of shares may be served

139. Any member described in the register of members by an address not within the United Kingdom, or any holder of a share <sup>share certificate</sup> ~~warrant~~ who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address; but, save as aforesaid, no member other than a registered member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Members abroad not entitled to notices unless they give address

140. The Directors may from time to time require any holder of a share <sup>share certificate</sup> ~~warrant~~ who gives, or has given, an address as in the last preceding Article mentioned, to produce his <sup>share certificate</sup> ~~warrant~~ and to satisfy them that he is, or is still, the holder of the share <sup>share certificate</sup> ~~warrant~~ in respect of which he gives or gave the address.

Holder of share warrant may be required to produce share certificate

141. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid registered letter addressed to the Company, or to such officer, at the office.

Service of notices on Company

142. Any notice or other document if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid registered letter as the case may be.

When service effected

143. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

How time to be counted

144. Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company have notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his heirs, executors, administrators or assigns and all other persons (if any) interested in such shares.

*W. J. Cook*  
INDEMNITY.

Directors and other officers to be indemnified against all damages except such as they may incur by wilful neglect and default

145. The Directors, ~~Vice-Presidents~~, Auditors, Secretaries and all other officers for the time being of the Company, and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them, and every of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

SECRECY CLAUSE.

146. No member shall be entitled (except in so far as he may be entitled to the same under the statutes, or by order of any court of competent jurisdiction) to require discovery of or any information respecting any detail of the Company's trade or business, or relating to the conduct of the business of the Company, or relating to any asset, liability, contract, obligation or other transaction or any proposed transaction of the Company in any case in which, in the opinion of the Directors, it would be inexpedient in the interests of the Company to communicate such information to the public.

WINDING UP.

*W. J. Cook*  
147. If the Company shall be wound up then, subject to any special rights for the time being attached to any special class of shares for the time being forming part of the capital of the Company, any assets available for distribution among the members shall be applied, ~~first, in repayment of the capital paid or credited as paid up on the preference shares; secondly, in payment of any arrears of the fixed cumulative preferential dividend, down to the~~

~~commencement of the winding up, on the preference shares;~~  
thirdly, in repayment of the capital paid or credited as paid up on the ordinary shares; and the excess (if any) shall be distributed among the holders of the ordinary shares in proportion to the amounts paid or credited as paid (otherwise than in advance of calls) at the commencement of the winding up on the ordinary shares held by them respectively.

148. If the Company shall be wound up, the Liquidators (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the Liquidators with the like sanction shall think fit. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such resolution were a Special Resolution passed pursuant to Section 192 of the Companies (Consolidation) Act 1908.

*Handwritten signature*  
Distribution of assets in specie

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 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
 

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W. Sharley Sanders.  
 94 Raymond's Buildings  
 London. W.C.1.

Coarctor

Paul Messer  
 90 University Club  
 5th Ave. New York City  
 Med. Surgeon.

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Dated this 30<sup>th</sup> day of August 1929.

Witness to the above Signatures—

J. Collins  
 Accountant  
 142 Wardour Street  
 London. W.1



No. 243346



# Certificate of Incorporation

I Hereby Certify,

That

R C A PHOTOPHONE LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this tenth day of September One Thousand Nine Hundred and twenty-nine.

*M. Whitcher*

ASSISTANT, Registrar of Joint Stock Companies.

Certificate received by

*H. Parker for Secretary London Co*

*129, Regent St. W.*

Date *11/9/29*