5913/36

COMPANIES ACTS 1862 to 1898.

SPECIAL RESOLUTIONS

(*Pursuant to Companies Act, 1862 s. 51*)

OF THE

Burham Brick, Lime and Cement Company, Limited.

Passed September 24th, 1900, Confirmed October 12th, 1900.

At an Extraordinary General Meeting of the Members of the said Company, duly convened and held at No. 7, Nicholas Lane, Lombard Street, in the County of London, on the twenty-fourth day of September, 1900, the following **Special Resolutions** were duly passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened and held at the same place on the twelfth day of October, 1900, the following **Special Resolutions** were duly confirmed:—

(1) "That the contract dated the 10th day of May, 1900, and purported to be made between the Company of the first part, William Porter, Robert William Staniland, William Webster, Alfred Edward Staniland and John Hunter Jones of the second part, Edwin Webster and John Ward of the third part, and the British Incorporators Limited of the fourth part as varied by an Agreement, dated the 17th day of August, 1900, and made between the same parties and of the same parts, which contract and agreement provide in effect for the sale of the undertaking of the Company for the sum of £506,000, to be paid, satisfied and secured as in the said Agreements mentioned, less the two several sums of £11,000 and £5,000, the former of which is to be paid, satisfied and secured to William Porter, the Chairman and Managing Director of the Company, and the latter of which is to be paid, satisfied and secured to Alfred Edward Staniland the other Managing Director of the Company as in the said agreements mentioned as compensation for the loss of their salaries as Managing Directors of the Company and as compensation for the covenants by them in the said contract mentioned being (*inter alia*) covenants not to carry on business as cement makers, be, and the same is hereby approved, confirmed and ratified."

(2) "That for the purpose of carrying the said agreements into effect the Company be wound up voluntarily, and that the said William Porter, Robert William Staniland and Alfred Edward Staniland be and they are hereby appointed Liquidators for the purposes of such winding up."

(3) "That the said Liquidators be and they are hereby authorised and directed to carry the said contract as varied by the said agreement into effect with such, if any, modifications as they may think expedient, and with a view thereto to enter into such confirmatory or other agreements as may be necessary or seem desirable."

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(4) "That the Liquidators be and they are hereby directed to concur in paying, satisfying, and securing to the said William Porter and Alfred Edward Staniland the said several sums payable to them as compensation as aforesaid."

(5) "That the Liquidators be and they are hereby authorised to divide or procure to be divided in specie among the members of the Company and the said William Porter and Alfred Edward Staniland the Debenture Stock of the Associated Portland Cement Manufacturers (1900), Limited, which they will become entitled to receive under the said agreements for sale or so much of the same as shall not be otherwise required for the purposes of the Liquidation."

(6) "That the Liquidators be and they are hereby authorised to vest or procure to be vested in themselves or any of them, or in such other suitable persons as they may select as trustees for the members of the Company, and the said William Porter and Alfred Edward Staniland, according to their several rights and interests therein the Mortgage to secure £125,000, mentioned in the said contract, and to concur in a Deed declaring the Trusts of the said sum of £125,000, which Trust deed shall confer upon the Trustees all suitable and necessary powers (and in particular a power to sell the said mortgage for shares in a Company to be formed (*inter alia*) for the acquisition of the same, and power to borrow money to be secured by sub-mortgage of the interest of the members of the Company in the said mortgage or otherwise, as they may think fit) for all or any of the purposes of the Liquidation or for the purpose of indemnifying and keeping indemnified the Liquidators and each and every of them against all actions, proceedings, claims, and demands, which may be taken or made against them or any of them, by reason of any act or omission or otherwise in or about the Liquidation or dissolution of the Company. It being the intention that the Liquidators and each and every of them shall be entitled to such indemnity out of the trust property."

(7) "That the Liquidators be authorised on completion of the said sale, to hand over the books of the Company, or such of them as they shall not think desirable to retain, to the Associated Portland Cement Manufacturers (1900), Limited."

(8) "That the said Robert William Staniland, notwithstanding his appointment as Liquidator and Trustee, if so appointed, shall be entitled to be paid all usual professional charges for business transacted and acts done by him as Solicitor in connection with the liquidation and dissolution of the Company, and in connection with the trusts of any assets vested in trustees for the members."

Signature William Porter

Officer Chairman