

Number of
Company }

425964

REGISTERED

Form No. 41.

THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

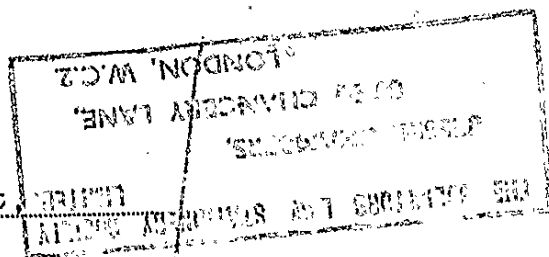
MAGNET MOTOR BODIES
LIMITED.

Presented by

Amelan & Roth,

62, Market Street, NORTH

Manchester, 1.



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, JACOB ROTH,

of 82, Scarisbrick New Road, Southport, Lancs.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation,"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ("

"A Solicitor of the "Supreme Court"

engaged "in the formation"

of MAGNET MOTOR BODIES

Limited, and that all the requirements of the Companies Act, 1929,
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 Manchester

in the County of Lancashire

the 6th day of December 1946.

Before me,

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding and should not be written across.

Number of
Company

425964

2

10-10-1916

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

MAGNET MOTOR BODIES

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

Amelan & Roth.

62, Market Street.

MANCHESTER 1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL
OF

MAGNET MOTOR BODIES

, Limited,

is £ 500. , divided into FIVE HUNDRED

Shares of ONE POUND each.

*Signature

David Paul

Description

Director

Dated the 6th day of December 1946.

* This Statement should be signed by an Officer of the Company.

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



COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

Magnet Motor Bodies Limited

1. The name of the Company is "MAGNET MOTOR BODIES LIMITED."

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

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

(A) To carry on business as motor coach and motor body builders, motor coach proprietors and hirers, garage proprietors, metal and alloy makers and workers, machine tool makers, woodworkers, motor agents, haulage contractors, carriers of passengers and goods, and to trade in all branches as motor automobile, aviation, wireless telegraphy, marine and general engineers, designers, manufacturers, exporters, importers, vendors, hirers and factors, repairers and dealers in motor cars, lorries, vans, taxi-cabs, omnibuses, char-a-banes, cycles, motor cycles, sidecars, trailers and the like; also all engines for the purpose of propulsion by internal combustion engine or other methods.

~~(B) To carry on the business of motor car and motor coach proprietors and hirers, garage proprietors, motor and general engineers, electrical engineers, metal and alloy makers and workers, machine tool makers, motor agents, motor dealers, motor-car manufacturers and body builders.~~

(C) To carry on the businesses of dealers in oil, petrol, grease, tyres of every description, fittings of all descriptions, coach work and all and every accessory used in connection with motor vehicles and marine craft, iron, steel, brass and general foundries, metal workers, brasiers, millwrights, blacksmiths, whitesmiths, tubemakers, japanners, enamellers, galvanisers, electro and general platers, painters, cellulose workers, vulcanisers, and proprietors of general service stations for all supplies, accessories, parts etc. used in connection with the above businesses, and to carry on any other

trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.

- ✓ (C) (x) 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, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- ✓ (D) (x) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- ✓ (E) (x) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- ✓ (F) (x) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers, and privileges as may be thought fit, debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- ✓ (G) (x) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, or the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- ✓ (H) (x) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- ✓ (I) (x) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and

maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

- ✓ (J) (E) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- ✓ (K) (E) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company, in or upon such investments and in such manner as may from time to time be determined.
- ✓ (L) (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- ✓ (M) (M) 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-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- ✓ (N) (E) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- ✓ (O) (E) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

✓ (p) (e) 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 or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

✓ (q) (x) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

✓ (r) (s) 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.

✓ (s) (x) To do all such other things as are incidental or conducive to the above objects or any of them.

✓ 4. The liability of the members is limited.

✓ 5. The share capital of the Company is £500, divided into 500 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Number of Shares
taken by each
Subscriber.

David Roberts
6 Robert Street
Preston

One.

(James
Company Director)

Morris Raynes. Raynes
14 Albert Road.
H.C. Crumpsall.
Manchester 8.
COMPANY DIRECTOR.

ONE.

Dated this 6th day of December 1948.

Witness to the above Signatures—

J. Roth
62 Market Street.
Manchester 1.
Solicitor.

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

Magnet Motor Bodies Limited

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 85, 45, 50, 64, 69, 72 and 82 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company is a "Private Company" within the meaning of Section 26 of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution," where those words first occur.

5. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Article 8, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. In Clause 7 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

7. The first sentence of Clause 19 of Table A shall be omitted, and the following provisions shall have effect in substitution therefor: No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or

registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also decline to register any transfer of share on which the Company has a lien.

8. The Directors may at their discretion borrow money for the purposes of the Company's business, and may secure the repayment of same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company, or not so charged.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as is provided in Clause 46 of Table A, two or more members personally present and together holding not less than one tenth part of the paid-up capital of the Company shall be a quorum.

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members, present in person or by proxy and entitled to vote at the meeting, or by any member so present and entitled who holds at least one-twentieth part of the paid-up capital of the Company, and unless a poll is so demanded a "declaration" by the Chairman that a resolution has on a show of hands been carried or lost, or carried unanimously, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings 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.

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than four. The following shall be the first Directors of the Company, that is to say—David Rubins and Morris Raynes.

12. The office of a Director shall be vacated:—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 141 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is found lunatic or becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under any provision of the Companies Act 1929.

13. A Director may hold any other office or place of profit under the Company, except that of Auditor, in conjunction with his office of Director, upon such terms as to remuneration and otherwise as may be determined by the Board.

14. A Director shall be capable of contracting or participating in the profits of any contract or proposed contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions namely: (1) He shall declare or disclose the nature of his interest therein at a meeting of the Directors of the Company or otherwise as required or provided by Section 149 of the Act, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any proposed allotment of shares or debentures to a Director, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

David Rubin
8 Robert Ave
Preston
James
(Company Director)

Morris Raynes. *Raynes.*
14 Albert Road.
Ht. Crumpsall.
Manchester. 8.
COMPANY DIRECTOR.

Dated this *6th* day of *December* 1946.

Witness to the above Signatures—

J. Roth
67 Market Lane
Manchester

Witness

No. 425964



Certificate of Incorporation

I Hereby Certify, That

MAGNET MOTOR BODIES LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited,

Given under my hand at London this Eighteenth day of
December One Thousand Nine Hundred and Forty-Six.

[Signature]
Registrar of Companies

Certificate
received by

Date

18/12/46