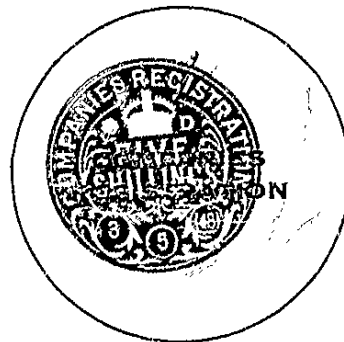


of  
pany)

453911

[G.A. 1.]  
1947.

# THE COMPANIES ACT, 1929.



A 6/-  
Stamp  
to 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).*

Name  
of  
Company

UNIVERSITY MOTORS (HOLDINGS) Limited.

PUBLISHED AND SOLD BY

### WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1 ;

77, Colmore Row, Birmingham, 3 ;

12 & 14, Brown Street, Manchester, 2.

anted by

BISCHOFF & CO.,

4 Great Winchester Street, E.C.2.

BERNARD CROMPTON BISCHOFF

of 4 GREAT WINCHESTER STREET, LONDON, E.C.2.

(a) "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 Asso-  
ciation as a Director  
"or Secretary."

Do solemnly and sincerely declare that I am <sup>(a)</sup> a Solicitor

of the Supreme Court engaged in the formation

of University Motors (Holdings) Limited

Limited

and That all the requirements of the Companies Act, 1929, & 1947  
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 304 Great Winchester

Street in the City of London

the 30th day of April,

one thousand nine hundred and forty eight

Before me,

Geo. A. Hudson

A Commissioner for Oaths

*B. Bischoff*

453911/2

[C.A. 80]

Company



UNIVERSITY MOTORS (HOLDINGS) LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

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77, Colmore Row, Birmingham, 3;

12 & 14, Brown Street, Manchester, 2.

ed by

**BISCHOFF & CO.,**

4 Great Winchester Street, E.C.2.



The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ University Motors (Holdings) \_\_\_\_\_ Ltd

is £ 100 \_\_\_\_\_ divided into 100 \_\_\_\_\_ shares of £ 1 \_\_\_\_\_

Signature \_\_\_\_\_

*Archie R*

*Solicitor*

State whether Director, or Manager, or Secretary

Date 30th day of April, \_\_\_\_\_ 1948



453911/3

THE COMPANIES ACTS 1929 and 1947.

COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION

- of -

UNIVERSITY MOTORS (HOLDINGS) LIMITED.

1. The name of the Company is "UNIVERSITY MOTORS (HOLDINGS) 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 acquire by purchase, lease exchange or otherwise and hold for any estate or interest any lands, freehold and leasehold buildings premises, goodwill, machinery, plant, stock in trade and any real or personal property of any kind connected with the businesses carried on by University Motors Limited or of any subsidiary or associate company thereof and of any person or firm connected therewith and of any firm person or company having business dealings or connections with the company or any branch or department thereof.
  - (b) To carry on business as manufacturers of and dealers in motor vehicles of every description, cycles, carts, waggons, ships, boats, marine engines, launches, aeroplanes, seaplanes and conveyances of all kinds and the various parts and accessories thereof, mechanical engineers, metal workers, machinists, fitters, iron and steel converters, smiths, smelters, brass founders, millwrights, tube makers, metallurgists, gun and munition makers, tool, machinery and implement makers, wood workers, builders, electrical engineers, gas makers, saddlers, leather goods workers, printers, galvanizers, japanners, enamellers, electro-platers, painters, packing-case makers, carriage makers, garage proprietors, Government contractors, carriers of goods and passengers and any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property.
  - (c) To carry on business of manufacturers of and distributors of wholesale and retail dealers in, fitters, hirers, repairers, cleaners, stores and warehousers of agricultural implements, tractors and vehicles of all kinds, whether operated, driven or moved by mechanical power or not, and all machinery appliances, apparatus, fuels, lubricants, solutions enamels and things used or capable of being used therewith or in the manufacture, maintenance or working thereof respectively, or in the construction of any track or surface adapted for the demonstration or use thereof.

*AmB  
LWC*

(d) To carry on business of electricians, electrical, wireless, radio, radar, mechanical and atomic or nuclear energy engineers, dealers in electrical appliances of all kinds, manufacturers, workers and dealers in electrical, wireless and atomic or nuclear energy machines, conveyances, implements, components and tools, and any business in which the application of electricity, atomic or nuclear energy, or like power that can be used as a substitute therefor, is or may be convenient, useful or ornamental, or any other business of a like nature.

(e) To buy-sell manufacture, repair, convert, alter let on hire and deal in machinery, implements and hardware of all kinds.

(f) To carry on business of merchants and general traders, contractors and brokers, commission agents, carriers, and wholesale and retail dealers, and generally to transact any kind of commercial, mercantile and agency business.

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

(h) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(i) 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.

(j) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such manner as the Company shall think fit.

(k) 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(l) 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 its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(m) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(n) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(o) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(p) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(q) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(r) 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.

(s) 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 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.

(t) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(u) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(v) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(w) 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 and in such manner as the Company may think fit.

(x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(y) 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.

(z) 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.

(aa) 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 £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or 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.
<p>Bernard Crompton Brischoff  4 Great Winchester Street  London E.C.2  Solicitor</p>	One
<p>Leonard William Chapman.  4. Great Winchester Street,  London. E.C.2.  Clerk to Brischoff &amp; Co.</p>	One.

DATED this 30<sup>th</sup> day of April 1948.

WITNESS to the above Signatures :-

*F. Willis*  
4 Great Winchester Street  
Solicitor Managing Clerk E.C.2



453911/4

THE COMPANIES ACTS, 1929 and 1947.

COMPANY LIMITED BY SHARES.

## ARTICLES OF ASSOCIATION

- of -

UNIVERSITY MOTORS (HOLDINGS) LIMITED.PRELIMINARY.

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 19, 35, 45, 47, 48, 50, 59, 65, 66, 69, 72, 82 and 104 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, 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.

SHARES.

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, and (save as otherwise directed by the Company in General meeting) and without prejudice to any special rights previously conferred on the holders of existing shares in the Company, they may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of share Capital, or otherwise, as the directors may from time to time determine, subject nevertheless to Article 4.3 and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

MB  
hwc

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. 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 presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### LIEN.

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

#### TRANSFER OF SHARES.

9. 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 Article 34. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. 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. Two members personally present shall be a quorum.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but 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 as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.
12. 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 the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share 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 carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, 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.

#### VOTES OF MEMBERS.

13. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

#### DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than three nor more than six.
15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, and unless otherwise directed any such remuneration shall be divided amongst them as they may agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

#### POWERS AND DUTIES OF DIRECTORS.

16. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

17. (1) The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

(2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

#### DISQUALIFICATION OF DIRECTORS.

18. 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 the Companies Act 1929, Section 141.

(3) If he absents himself from the meetings of the Directors during a continuous period of (six) months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.

(4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.

(6) If he is found lunatic or becomes of unsound mind.

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

20. A Director may during his absence from England or inability to act as such director, appoint any person approved by the board of Directors to be an alternate Director, and such appointee, whilst he holds office as alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly and to be counted in constituting a quorum, but he shall ipso facto vacate office if and when the appointor vacates office as a Director or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same. A Director may be appointed as alternate Director by any other Director or Directors, and a Director so appointed, or in turn his alternate,

any exercise and enjoy all the powers and privileges separately and collectively conferred by these Articles upon himself and such appointor or appointors, and for all purposes, including the formation of a quorum, he or his alternate shall count as two or more Directors according to the number of such appointors provided always that any such alternate Directors shall not be entitled to any remuneration from the Company by virtue of such appointment.

21. A Director shall be capable of contracting or participating in the profits of any 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 the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929, 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 ~~the agreement referred to in Article 3 or any matter arising thereout, or 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 contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, 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.
- BWB  
live

#### PROCEEDINGS OF DIRECTORS.

22. 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.
23. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### SECRETARY.

24. The Directors may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

#### WINDING UP.

25. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY.

26.

Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Names, Addresses and Descriptions of Subscribers.

Bernard Crompton Bischoff  
4 Great Winchester Street  
London E.C.2  
Solicitor.

Leonard William Chapman.  
4. Great Winchester Street.  
London. E.C.2.

Clerk to Bischoff & Co.

DATED this 30<sup>th</sup> day of April 1948.

WITNESS to the above Signatures :-

*F. Willis*  
4 Great Winchester St E.C.2  
Solicitor Managing Clerk

DUPLICATE FOR THE FILE

No. 453911



# Certificate of Incorporation

I Hereby Certify, That

UNIVERSITY MOTORS (HOLDINGS) LIMITED

is this day Incorporated under the Companies Act, <sup>and 1947,</sup> 1929, and that the Company is Limited.

Given under my hand at London this Tenth day of May One Thousand Nine Hundred and Forty-eight.

*J. Bowen*  
Registrar of Companies

Certificate  
received by

*H. W. Chapman* p.p. *Buckoff & Co*  
*4, St. Nicholas St E62* Date *10.5.48.*



THE COMPANIES ACT 1929 and 1947

COMPANY LIMITED BY SHARES



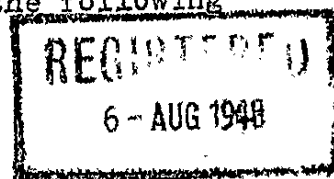
EXTRAORDINARY RESOLUTION

of

UNIVERSITY MOTORS HOLDINGS LIMITED

Passed 26th July, 1948

At an Extraordinary General Meeting of the Members of the above named Company, duly convened, and held at 7 Hertford Street, London W.1. on Monday the 26th day of July, 1948 the following RESOLUTION, was duly passed :-

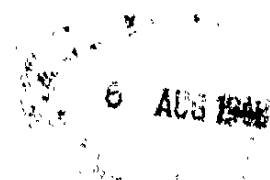


RESOLUTION

"That the capital of the Company be increased to £10,000 by the creation of 9,900 additional Ordinary shares of £1 each ranking for dividend and in all other respects pari passu with the existing Ordinary Shares in the Company"

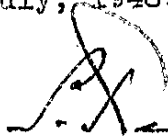
*J. Bradstock*

Chairman



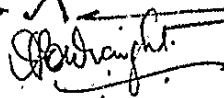
we certify that, to the best of our knowledge and belief,  
the conditions mentioned in subsection (2) of section  
one hundred and twenty nine of the Companies Act 1948  
are satisfied at this date and have been satisfied at  
all times since 1st July, 1948.

Signed



Director.

Signed



Secretary.

1.5.54

No. of Certificate

453.911

9

[C.A. 39]

29-2-28.



UNIVERSITY MOTORS (HOLDINGS)

LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

REGISTERED  
6 - AUG 1948

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903.)

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
London Wall, London, E.C.2, Birchin Lane, London, E.C.3,  
Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham.

Presented by

*Richard Lee*

The NOMINAL CAPITAL of \_\_\_\_\_

UNIVERSITY MOTORS (HOLDINGS) Limited,

has by a Resolution of the Company dated 26th July 1948.

been increased by the addition thereto of the sum of £ 9,900, divided into

9,900 shares of £ 1 each beyond the Registered Capital of

£100

Signature \_\_\_\_\_

W. D. Wright

Description \_\_\_\_\_

Secretary

Date \_\_\_\_\_

4th August 1948.

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

453 9/11

10

# THE COMPANIES ACT



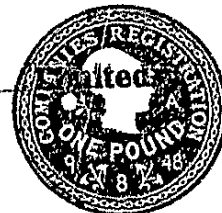
## Notice of Increase in Nominal Capital.

Pursuant to Section 63.

to

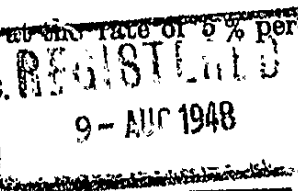
ny

UNIVERSITY MOTORS (HOLDINGS)



Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution that the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.



PUBLISHED AND SOLD BY

# WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1;

77, Colmore Row, Birmingham, 3;

12 & 14, Brown Street, Manchester, 2.

Presented by

Bischoff & Co.

4, Great Manchester St. E. 6. 2.

E 267

TO THE REGISTRAR OF COMPANIES.

UNIVERSITY MOTORS (HOLDINGS)

\_\_\_\_ Limited, hereby give you notice, pursuant to  
section 68 of The Companies Act, 1948, that by (a) EXTRAORDINARY  
Resolution of the Company dated the 26th day of  
July, 1948, the nominal Capital of the Company has been  
increased by the addition thereto of the sum of £ 9,900  
beyond the Registered Capital of £ 100.

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount  
of each share

9,900

ORDINARY

£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

*To rank for dividend and in all other  
respects pari passu with the existing Ordinary  
Shares in the Company*

*W. Wright*  
Signature \_\_\_\_\_

\_\_\_\_ Secretary  
(State whether Director or Manager or Secretary.)

Dated the fourth day of August 1948.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., "Voting Rights," "Dividends," etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

THE COMPANIES ACT, 1948.



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

Notice of Place where Register of Members is  
kept or of any Change in that place.

Pursuant to Section 110 (3).

NAME OF  
COMPANY University Motors (Holdings)  
.....  
..... LIMITED.

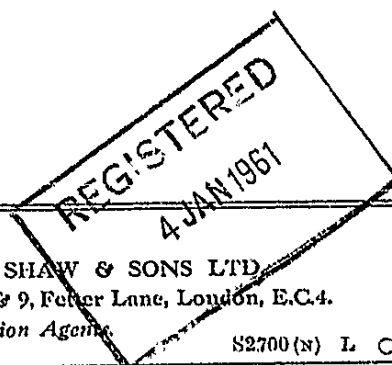
CAT. NO. C.F. 103.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.  
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents

S2700 (N) L O



145

Presented by

*W. L. L. L.*

*Secretary*



Notice of Place where Register of Members is  
kept or of any Change in that place.

To the REGISTRAR OF COMPANIES.

*University Motors (Holdings)*  
.....  
.....LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the  
Companies Act, 1948, that the Register of Members of the Company is kept at.....

*7 Hertford Street, London, W1*  
.....  
.....

(Signature).....*Secretary H. H. Case*  
.....  
(State whether Director or Secretary).....*Secretary*  
.....

DATED.....*30<sup>th</sup>*.....day of.....*December*.....19*60*.....



Number of Company 453911/3/.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Special Resolution

OF

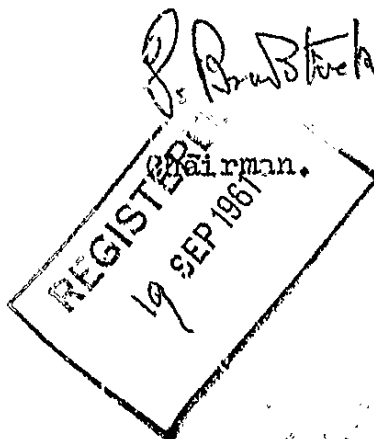
UNIVERSITY MOTORS (HOLDINGS) LIMITED

PASSED the 18th SEPTEMBER 1961.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 7 Hertford Street, London, W.1. on the 18th September 1961 the following Resolution was duly passed as a SPECIAL RESOLUTION :

### RESOLUTION

THAT the name of the Company be changed to UNIVERSITY MOTORS (PROPERTIES) LIMITED.



4479



Company Number.....453911

**B**

Reference: C.R. 98/3899/61



COMPANIES ACT, 1948

..... UNIVERSITY MOTORS (HOLDINGS) ..... 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

UNIVERSITY MOTORS (PROPERTIES) LIMITED

Signed on behalf of the Board of Trade

this

second

day of

October 19 61

REGISTERED  
2 OCT 1961

*Ap. Mann*  
Authorised in that behalf by the  
President of the Board of Trade

No. C. 60.

WL 35373/4312 3m. 6/61 B.L.&Co.Ltd. Gp.331/9803

DUPLICATE FOR THE FILE.

No. 453931

32



# Certificate of Incorporation on Change of Name

Whereas

UNIVERSITY MOTORS (HOLDINGS) LIMITED

was incorporated as a limited company under the  
Companies Acts, 1929 and 1947,

on the tenth day of May, 1948

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.

UNIVERSITY MOTORS (PROPERTIES) LIMITED

Given under my hand at London, this second day of  
October One thousand nine hundred and sixty one.

*A. J. M. M.*  
ASSISTANT Registrar of Companies.

Certificate received by *L. W. Chapman*

*Bischoff & Co.*

Date 2 10 . 61

Number of Company : 453911 ✓  
63

210

THE COMPANIES ACT, 1948  
COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION  
(Pursuant to THE COMPANIES ACT, 1948, SECTION 133(3))

of

UNIVERSITY MOTORS (PROPERTIES) LIMITED

Passed the 16th. day of October 1972

At an Extraordinary General Meeting of the above named Company,  
duly convened, and held at 99, Boston Road, Hanwell, London W.7.  
on the 16th. day of October 1972, the following SPECIAL  
RESOLUTION was duly passed:

"That the name of the Company be changed to

UMECO PROPERTIES LIMITED

*Michael H. B. Bradstone*

CHAIRMAN





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 453911

*60*

I hereby certify that

**UNIVERSITY MOTORS (PROPERTIES) LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**UNECO PROPERTIES LIMITED**

Given under my hand at London the **15th November 1972**

*N. Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies

*[Signature]*

UMECO PROPERTIES LIMITED

At an Extraordinary General Meeting of the Shareholders of the above Company, duly convened and held on the 11th day of July 1977, the following Special Resolution was approved :

SPECIAL RESOLUTION

453911/76

To borrow and raise money and secure any debt or obligation of or binding on the Company in such a manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present and future) and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration as may be thought fit) of debentures debenture stock or other obligations or securities of any description and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future, and the uncalled capital for the time being of the Company) the performance of the obligations and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 154 of the Companies Act 1948) or the holding company of the Company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.

Certified True Copy

signed

M H G BRADSTOCK  
CHAIRMAN

THE COMPANIES ACTS 1929 and 1947

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM OF ASSOCIATION

of

UMECO PROPERTIES LIMITED

---

( A Private Company within the meaning of the Above Act )

---

Incorporated the 10th day of May 1948

---



THE COMPANIES ACTS 1929 and 1947

COMPANY LIMITED BY SHARES

*C. Walker*  
Secretary

MEMORANDUM OF ASSOCIATION

- of -

UNIVERSITY MOTORS (HOLDINGS) LIMITED

1. The name of the Company is "UNIVERSITY MOTORS (HOLDINGS) 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 acquire by purchase, lease exchange or otherwise and hold for any estate or interest any lands, freehold and leasehold buildings premises, goodwill, machinery, plant, stock in trade and any real or personal property of any kind connected with the businesses carried on by University Motors Limited or any subsidiary or associated company thereof and of any person or firm connected therewith and of any firm person or company having business dealings or connections with the company or any branch or department thereof
  - (b) To carry on business as manufacturers of and dealers in motor vehicles of every description, cycles, carts, waggons, ships, boats, marine engines, launches, aeroplanes, seaplanes and conveyances of all kinds and the various parts and accessories thereof, mechanical engineers, metal workers, machinists, fitters, iron and steel converters, smiths, smelters, brass founders, millwrights, tube makers, metallurgists, gun and munition makers, tool, machinery and implement makers, wood workers, builders, electrical engineers, gas makers, saddlers, leather goods workers, printers, galvanizers, japanners, enamellers, electro-platers, painters, packing case makers, carriage makers, garage proprietors, Government contractors, carriers of goods and passengers and any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property
  - (c) To carry on business of manufacturers of and distributors of wholesale and retail dealers in fitters, hirers, repairers, cleaners, storers and warehousemen of agricultural implements, tractors and vehicles of all kinds, whether operated, driven or moved by mechanical power or not, and all machinery appliances, apparatus, fuels, lubricants, solutions enamels and things used or capable of being used therewith or in the manufacture, maintenance or working thereof respectively, or in the construction of any track or surface adapted for the demonstration or use thereof.
  - (d) To carry on business of electricians, electrical, wireless, radio, radar, mechanical and atomic or nuclear energy engineers, dealers in electrical appliances of all kinds, manufacturers, workers and dealers in electrical, wireless and atomic or nuclear energy machines, conveyances, implements, components and tools, and any business in which the application of electricity, atomic or nuclear energy, or like power that can be used as a substitute therefor, is or may be convenient, useful or ornamental, or any other business of a like nature.



(e) To buy sell manufacture, repair, convert, alter let on hire and deal in machinery, implements and hardware of all kinds.

(f) To carry on business of merchants and general traders, contractors and brokers, commission agents, carriers and wholesale and retail dealers, and generally to transact any kind of commercial, mercantile and agency business.

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

(h) To purchase, take on lease or in exchange, hire or otherwise acquire, and hold for any estate or interest any easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(i) 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.

(j) To borrow and raise money and secure any debt or obligation of or binding on the Company in such a manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present and future) and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration as may be thought fit) of debentures debenture stock or other obligations or securities of any description and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future, and the uncalled capital for the time being of the Company) the performance of the obligations and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined in Section 154 of the Companies Act 1948) or the holding company of the Company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.

(k) 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(l) 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 its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(m) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(n) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(o) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(p) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(q) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(r) 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.

(s) 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 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.

(t) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(u) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(v) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(w) 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 and in such manner as the Company may think fit.

(x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(y) 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.

(z) 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.

(aa) 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 £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or 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.
Bernard Crompton Bischoff, 4, Great Winchester Street, London, E.C.2.  Solicitor.	One
Leonard William Chapman, 4, Great Winchester Street, London, E.C.2.  Clerk to Bischoff & Co.	One

DATED this 30th day of April 1948.

WITNESS to the above Signatures :-

F. Willis,  
4, Gt. Winchester Street,  
E.C.2.

Solicitors Managing Clerk.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 453911

I hereby certify that

**UNIVERSITY MOTORS (PROPERTIES) LIMITED**

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**UMECO PROPERTIES LIMITED**

Given under my hand at London the 15th November 1972

*N. Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies

Number of Company. 453911

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

UNIVERSITY MOTORS (HOLDINGS) LIMITED

PASSED the 18th SEPTEMBER 1961.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 7 Hertford Street, London, W.1. on the 18th September 1961 the following Resolution was duly passed as a SPECIAL RESOLUTION :

### RESOLUTION

THAT the name of the Company be changed to UNIVERSITY MOTORS (PROPERTIES) LIMITED.

G. BRADSTOCK,

Chairman.

THE COMPANIES ACT 1948 TO 1981

# Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in block type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

913

453911

delete if  
inappropriate

NAME OF COMPANY  
**UMECO PROPERTIES** Limited\*

## Note

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 3

delete as  
appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 3 1 9 8 4

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

delete as  
appropriate

The company is a [subsidiary] ~~[holding company]~~ of **UMECO HOLDINGS LIMITED**

, company number **148635**the accounting reference date of which is **31.03.1984**

delete as  
appropriate

Signed

[Director] [Secretary] Date **28 September 1983**

Presenter's name, address and  
reference (if any):

For official use  
General section

Post room



Printed & Supplied by  
**Jordan & Sons Limited** Legal and Information Services, Printers and Publishers,  
Jordan House, 47 Brunswick Place, London N1 6UE. Telephone: 01-253 3030 Telex: 261010

COMPANY NO: 456411

THE COMPANIES ACT 1985, SECTION 252

SPECIAL RESOLUTION

OF

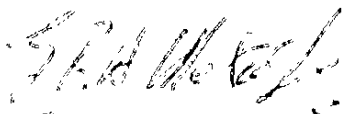
UMECO PROPERTIES LIMITED

At an Extraordinary General Meeting of the above Company, duly convened and held at the registered office Everland Road Hungerford on 20th October 1987 at 3.00 pm, the following Resolution was duly passed as a Special Resolution.

That the Memorandum and Articles of Association be amended to:

DIRECTORS. Article 14.

The word 'TWO' be substituted for the word 'THREE'.



CHAIRMAN



THE COMPANIES ACT, 1900 AND 1907.

COMPANY LIMITED BY SHARES.

## Memorandum

— AND —

## Articles of Association

(As framed "Table A")

# UNIVERSITY MOTORS (HOLDINGS) LIMITED.

(A Private Company within the meaning of the above Act.)

Incorporated the 10th day of May, 1928.



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 453211

I hereby certify that

UNIVERSITY MOTORS (PROPERTIES) LIMITED

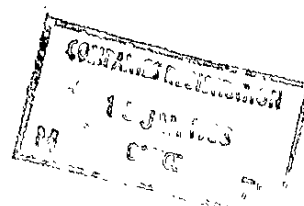
having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

UMECO PROPERTIES LIMITED

Given under my hand at London the 15th November 1972

*N Taylor*  
(N. TAYLOR)

Assistant Registrar of Companies



No. 483,911

C E R T I F I C A T E   O F   I N C O R P O R A T I O N .

I HEREBY CERTIFY, that UNIVERSITY MOTORS (HOLDINGS) LIMITED  
is this day Incorporated under the Companies Acts, 1929 and 1947,  
and that the Company is LIMITED.

GIVEN under my hand at London this Tenth day of May One  
thousand nine hundred and forty-eight.

(Sgd) J. COWEN,

Registrar of Companies.

THE COMPANIES ACTS 1929 and 1947.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

- of -

UNIVERSITY MOTORS (HOLDINGS) LIMITED.

1. The name of the Company is "UNIVERSITY MOTORS(HOLDINGS) 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 acquire by purchase, lease exchange or otherwise and hold for any estate or interest any lands, freehold and leasehold buildings premises, goodwill, machinery, plant, stock in trade and any real or personal property of any kind connected with the businesses carried on by University Motors Limited or of any subsidiary or associate company thereof and of any person or firm connected therewith and of any firm person or company having business dealings or connections with the company or any branch or department thereof.

(b) To carry on business as manufacturers of and dealers in motor vehicles of every description, cycles, carts, waggons, ships, boats, marine engines, launches, aeroplanes, seaplanes and conveyances of all kinds and the various parts and accessories thereof, mechanical engineers, metal workers, machinists, fitters, iron and steel converters, smiths, smelters, brass founders, millwrights, tube makers, metallurgists, gun and munition makers, tool, machinery and implement makers, wood workers, builders, electrical engineers, gas makers, saddlers, leather goods workers, printers, galvanizers, japanners, enamellers, electro-platers, painters, packing-case makers, carriage makers, garage proprietors, Government contractors, carriers of goods and passengers and any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property.

(c) To carry on business of manufacturers of and distributors of wholesale and retail dealers in fitters, hirers, repairers, cleaners, storers and warehousemen of agricultural implements, tractors and vehicles of all kinds, whether operated, driven or moved by mechanical power or not, and all machinery appliances, apparatus, fuels, lubricants, solutions enamels and things used or capable of being used therewith or in the manufacture, maintenance or working thereof respectively, or in the construction of any track or surface adapted for the demonstration or use thereof.

(d) To carry on business of electricians, electrical, wireless, radio, radar, mechanical and atomic or nuclear energy engineers, dealers in electrical appliances of all kinds, manufacturers, workers and dealers in electrical, wireless and atomic or nuclear energy machines, conveyances, implements, components and tools, and any business in which the application of electricity, atomic or nuclear energy, or like power that can be used as a substitute therefor, is or may be convenient, useful or ornamental, or any other business of a like nature

(e) To buy sell manufacture, repair, convert, alter let on hire and deal in machinery, implements and hardware of all kinds.

(f) To carry on business of merchants and general traders, contractors and brokers, commission agents, carriers, and wholesale and retail dealers, and generally to transact any kind of commercial, mercantile and agency business

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

(h) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(i) 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.

(j) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such manner as the Company shall think fit.

(k) 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 and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(l) 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 its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(m) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(n) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(o) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(p) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(q) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(r) 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.

(s) 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 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.

(t) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(u) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(v) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on

(w) 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 and in such manner as the Company may think fit.

(x) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(y) 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.

(z) 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.

(aa) 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 £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or 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.
Bernard Crompton Bischoff, 4, Great Winchester Street, London, E.C.2.  Solicitor.	One
Leonard William Chapman, 4, Great Winchester Street, London, E.C.2.  Clerk to Bischoff & Co.	One

DATED this 30th day of April 1948.

WITNESS to the above Signatures :-

F. Willis,  
4, Gt. Winchester Street,  
E.C.2.

Solicitors Managing Clerk.



ARTICLES OF ASSOCIATION

- of -

UNIVERSITY MOTORS (HOLDINGS) LIMITED.

PRELIMINARY.

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 19, 35, 45, 47, 48, 50, 59, 65, 66, 69, 72, 82 and 104 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, 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.

SHARES.

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, and (save as otherwise directed by the Company in General meeting) and without prejudice to any special rights previously conferred on the holders of existing shares in the Company, they may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of share Capital, or otherwise, as the directors may from time to time determine, subject nevertheless to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act.

7. 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 presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### LIEN.

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

#### TRANSFER OF SHARES.

9. 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 Article 3. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpences, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares which the Company has a lien. If the Directors refuse to register any transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferor notice of the refusal, as required by Section 86 of the Companies Act 1929.

#### BUSINESS AT GENERAL MEETINGS.

10. Business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

every General Meeting, but 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 as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting

12. 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 the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share 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 carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, 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

#### VOTES OF MEMBERS.

13. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as proxy for a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

#### DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than ~~three~~ <sup>two</sup> nor more than six.
15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting, and unless otherwise directed any such remuneration shall be divided amongst them as they may agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

#### POWERS AND DUTIES OF DIRECTORS.

16. Clause 68 of Table A shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director."

17. (1) The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

(2) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

#### DISQUALIFICATION OF DIRECTORS.

18. 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 the Companies Act 1929, Section 141.

(3) If he absents himself from the meetings of the Directors during a continuous period of (six) months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.

(4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.

(6) If he is found lunatic or becomes of unsound mind.

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

20. A Director may during his absence from England or inability to act as such director, appoint any person approved by the board of Directors to be an alternate Director, and such appointee, whilst he holds office as alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly and to be counted in constituting a quorum, but he shall ipso facto vacate office if and when the appointor vacates office as a Director or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same. A Director may be appointed as alternate Director by any other Director or Directors, and a Director so appointed, or in turn his alternate,

may exercise and enjoy all the powers and privileges separately and collectively conferred by these Articles upon himself and such appointor or appointors, and for all purposes, including the formation of a quorum, he or his alternate shall count as two or more Directors according to the number of such appointors provided always that any such alternate Directors shall not be entitled to any remuneration from the Company by virtue of such appointment.

21. A Director shall be capable of contracting or participating in the profits of any 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 the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929, 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 contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, 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.

#### PROCEEDINGS OF DIRECTORS.

22. 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.
23. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### SECRETARY.

24. The Directors may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

#### WINDING UP.

25. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY.

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by the said section.

Names, Addresses and Descriptions of Subscribers.
<p>Bernard Crompton Bischoff, 4, Great Winchester Street, London, E.C.2.</p> <p>Solicitor.</p> <p>Leonard William Chapman, 4, Great Winchester Street, London, E.C.2.</p> <p>Clerk to Bischoff &amp; Co.</p>

DATED this 30th day of April, 1945.

WITNESS to the above Signatures :-

F. Willis,  
4, Gt. Winchester St. E.C.2.

Solicitors Managing Clerk.

Number of Company 453911

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

UNIVERSITY MOTORS (HOLDINGS) LIMITED

PASSED the 18th SEPTEMBER 1961.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 7 Hertford Street, London, W.1. on the 18th September 1961 the following Resolution was duly passed as a SPECIAL RESOLUTION :

### RESOLUTION

THAT the name of the Company be changed to UNIVERSITY MOTORS (PROPERTIES) LIMITED.

G. BRADSTOCK,

Chairman.

THE COMPANIES ACTS, 1929 and 1947.

COMPANY LIMITED BY SHARES.

## Memorandum

### Articles of Association

(Adopting Table "A")

- of -

## UNIVERSITY MOTORS (HOLDINGS) LIMITED.

Incorporated the 10th day of May,  
1948.

ROBERT A. DILL  
1, Great Winchester Street,  
London, E.C.2.



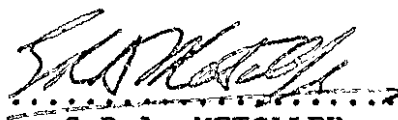
Company No. 453911  
THE COMPANIES ACT 1989  
ELECTIVE RESOLUTION  
of  
UMECO PROPERTIES LIMITED

Passed the 5th day of December 1990.

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At the Annual General Meeting of the Company duly convened and held at the Registered Office on 5th December 1990 the following ELECTIVE RESOLUTIONS were passed :-

1. That in accordance with the provisions of the Companies Act 1989, the Company elect to dispense with Annual General Meetings.
2. That in accordance with the provisions of the Companies Act 1989, the Company elect to dispense with laying accounts in General Meetings.

  
G.R.A. METCALFE  
Chairman



Company No. : 453911

THE COMPANIES ACT 1985, SECTION 252

SPECIAL RESOLUTION

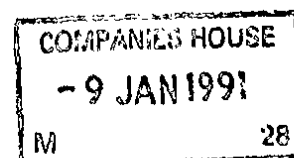
of

UMECO PROPERTIES LIMITED

At the Annual General Meeting of the above-named Company, duly convened and held at Everland Road, Hungerford, Berkshire, on the 21st day of November 1989, the following Special Resolution was duly passed :-

The accounts of the company for the financial year ending 31st March 1989 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, the company resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

  
.....  
Chairman



Company Number : 453911

THE COMPANIES ACT 1989

ELECTIVE RESOLUTIONS

of

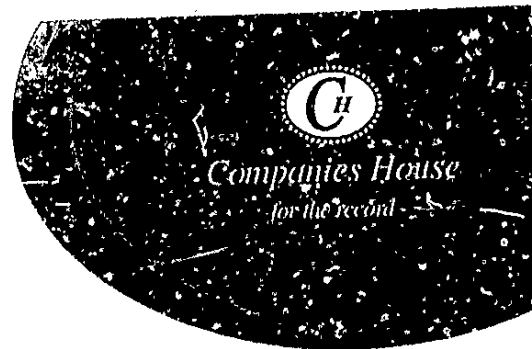
UMECO PROPERTIES LIMITED

At the Annual General Meeting of the above-named Company, duly convened and held at Everland Road, Hungerford, Berkshire, on the 5th day of December 1990, the following Elective Resolutions were duly passed :-

That in accordance with the provisions of the Companies Act 1989, the Company elect to dispense with Annual General Meetings.

That in accordance with the provisions of the Companies Act 1989, the Company elects to dispense with the laying of accounts in General Meetings.

  
.....  
Chairman



## **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**