

980003/1

NO. OF COMPANY.....

THE COMPANIES ACTS, 1948 TO 1967

**Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.**

*Pursuant to Section 15 (2)*

(SEE FOOTNOTE OVERLEAF.)

NAME OF  
COMPANY ..... CHASLERS (SELF DRIVE) LIMITED

..... LIMITED.

CAT. No. C.F.41.  
JORDAN & SONS LTD  
The Company Registration Agents  
190 Fleet Street  
LONDON E.C.4.

13 MAY 1970

*Presented by*

*Document Filer's Reference*

*MA*

I, VIOLET WINIFRED VILDER  
of 24 GERRARD ROAD, N. 15th ST.  
BLACKSHIRE

*MP* DO solemnly and sincerely declare that I am (a) ~~[a Solicitor of the Supreme Court engaged in the formation]~~ [a person named in the Articles of Association as a Director/Secretary], *(9)*

of CHASERS (SELF DRIVE) LIMITED

LIMITED,

And that all the requirements of the Companies Act, 1948, 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 5 Wharf Street  
Newbury in the County  
of Berks  
the 1st day of May  
One thousand nine hundred and Twenty  
before me,  
*[Signature]*  
A Commissioner for Oaths (b)

*Violet Winifred Vilder*

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required

(b) or Notary Public or Justice of the Peace

This margin to be reserved for binding

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NO. OF COMPANY

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COMPANY HAVING A SHARE CAPITAL

NAME OF  
COMPANY

CHASERS (SELF DRIVE)

LIMITED

## Statement of the Nominal Capital

*made pursuant to Section 112 of the Stamp Act, 1891*

(NOTE—The stamp duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 100 —

Signature

*W. W. Jones*

Date *27th April 1970*

Description

*Director*

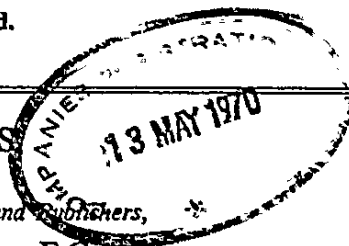
This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. No. C.A. 25

JORDAN & SONS  
LIMITED

Company Registration Agents, Printers and Publishers,

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



Document Filer's Reference

Presented for registration by

THE COMPANIES ACTS, 1948 AND 1967  
REGISTRATION

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

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CHASERS (SELF DRIVE) LIMITED.



1. The Name of the Company is "CHASERS (SELF DRIVE) 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 all or any of the businesses of Hirers and Letters on Hire of, Agents for, Dealers, Manufacturers, Servicers, Repairers, Fitters and Furnishers in New and Secondhand Motor Cars, Caravans, Motor Cycles, Scooters, Vans, Lorries, and other Vehicles, and of, for, and in Spares, Accessories, Engines, Implements, Tools, Furnishings and Supplies of every description, used or required in connection therewith, Proprietors of Garages and Petrol Filling Stations, Repairing, Hiring and other Depots, Motor Engineers, Self-Drive Car Hire and Taxi-Cab Service Proprietors, Driving Instructors, Mechanical, Aeronautical, Marine, Electrical, Television, Wireless and General Engineers, Panel Beaters, Painters and Sprayers, Machinists, Smiths, Welders and Metal Workers, Joiners, Cabinet Makers and Carpenters, French Polishers and Upholsterers, Coach and Body Builders, Timber Merchants, Haulage and Transport Contractors, Tourist and Insurance Agents, Hire Purchase Agents and Financiers, Manufacturers of and Dealers in Caravans and Trailers, Proprietors, Operators and Letters on Hire of Caravan and Camping Sites, Lock-up Garages, Motor Car and Trailer Parks and all accommodation and conveniences required in connection therewith, Manufacturers, Merchants and Factors of, Agents for and Dealers in Radio and Television Sets and Electrical and Mechanical Goods and Accessories of all kinds, Cafe, Restaurant and Motel Proprietors, Refreshment Caterers and Contractors, Provision Merchants, Bakers, Confectioners, Tobacconists and Newsagents, and Coal, Coke and Patent Fuel Merchants.

(B) To manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by

5 MAY 1970

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited. /

5. The Share Capital of the Company is £100, divided into One Hundred Shares of £1 each. /





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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES



## Articles of Association

OF

CHASERS (SELF DRIVE) LIMITED.

### PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

### SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £100 divided into One Hundred Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

9. The following persons shall be the first Directors of the Company:

Albert Richard Heber Marchant,  
Charles Henry William Howlett,  
Stephen Richard Marchant,  
Roger James Marchant and  
Winifred Viner.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP.

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

MARCHANT'S GARAGES LTD.,  
GREENHAM ROAD,  
NEWBURY, BERKS.

for and on behalf of  
MARCHANTS GARAGES LTD.

*VW* Director. /

*Ronald William Stenier*  
FAIR VIEW.  
ASHMORE GREEN.  
NEWBURY.  
BERKS.

*Secretary* /

Dated this 27<sup>th</sup> day of April 1970

Witness to the above Signatures:-

*Harold John Stenier*  
*but for the consultant,*  
*107 High Street,*  
*Hungerford, Berks.* /



## CERTIFICATE OF INCORPORATION

No. 980003

I hereby certify that

**CHASERS (SELF DRIVE) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **19TH MAY, 1970.**

  
(F. L. KNIGHT)  
Assistant Registrar of Companies

Registered office: 99 Boston Road, Hanwell, London W7 3SB. Telephone 01-567 6644  
Registered in England Company Number 300840

Directors:  
M H G Bradstock, S R Johns  
P M Steiner, D T Rice

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**MARCHANTS GARAGES LTD**

Incorporating Chasers (Self-Drive) Ltd

Marchants Garages Ltd  
99 Boston Road  
Hanwell, London W7 3SB  
Telephone 01-567 6644  
Telex 28751

DJW/JT

30 October 1978

Department of Trade  
Companies House  
Crown Way  
Maindy  
CARDIFF CF4 3UZ

Dear Sirs

Further to your communication dated 6 September 1978  
I now enclose a revised form of resignation of the  
Auditors and trust that this is now in order.

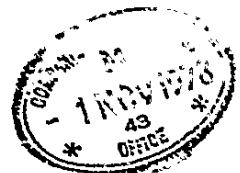
Yours faithfully  
For & On Behalf of CHASERS (SELF DRIVE) LIMITED

*D J Webber*  
D J WEBBER  
Company Secretary



encl:

FIRE The Company does not accept Liability for any injury which may be caused by fire to any property entrusted to them for any purpose. Vehicles & ... at owner's risk only



980003

**BRADING BARBER**  
CHARTERED ACCOUNTANTS

W G K AMES, FCA  
J D G BENTLEY, FCA  
W H QUALINGTON, FCA  
C G HORWOOD, FCA  
B GOODWIN, FCA  
R V CHARLTON, ACA  
D W CRYER, ACA  
D THOMPSON, ACA  
A K BEW, FCA  
CONSULTANTS  
W J BARBER, CA  
OSWALD H SMITH, FCA  
E J PRINCEP, FCA

107 HIGH STREET,  
HUNGERFORD,  
BERKS. RG17 0ND

Telephone HUNGERFORD 2545-7  
STD CODE 0494 0  
LAND AT NEWBURY, CIRENCESTER COMPTON  
DEVIZES AND MARLBOROUGH

Our ref. EJP/PC/  
Your ref.

24th October, 1978

Marchants Garages Ltd.,  
Greenham Road,  
Newbury, Berks.

Dear Sirs,

Re: Chasers (Self Drive) Ltd.

We hereby confirm our resignation as auditors of  
Chasers (Self Drive) Ltd. under Section 16 of Companies Act  
1976.

There are no circumstances surrounding our resignation  
which should be brought to the attention of the Members or Creditors.

Yours faithfully,



**G**

## COMPANIES FORM No. 225(2)

**Notice by an holding or subsidiary  
company of new accounting  
reference date given after the end  
of an accounting reference period****225(2)**22Please do not  
write in  
this margin

Pursuant to section 225(2) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ 43 ]

9 8 0 0 0 3

Name of company

\* CHASERS (SELF DRIVE) LIMITED

\* Insert full name  
of company

gives notice that the company's new accounting reference date on which the previous 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:

**Note**  
Please read notes  
1 to 4 overleaf  
before completing  
this form

Day Month

3 1 0 3

The previous accounting reference period of the company is to be treated as [shortened][extended]†  
and [is 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 6

† delete as  
appropriateThe company is a [subsidiary][holding company]† of UMECO HOLDINGS LIMITED, company number 148635the accounting reference date of which is 31st MARCH

Signed

R. L. Smith

[Director][Secretary]† Date

21/1/87Presenter's name address and  
reference (if any): RSC/US 1For official Use  
General Section

Post room



CHASERS (SELF DRIVE) LIMITED

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SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985

At an Extraordinary Meeting of the Members of the above Company held at Everland Road, Hungerford, Berkshire on 14th September 1985 the following Special Resolution was passed:

That in accordance with Section 252 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act.

Signed.....*[Signature]*.....Secretary

Dated.....18.9.87.....

Company No. 980003  
THE COMPANIES ACT 1989

ELECTIVE RESOLUTION

of


CHASERS (SELF-DRIVE) 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 Number : 00980003

THE COMPANIES ACT 1989

ELECTIVE RESOLUTIONS

of

CHASERS (SELF DRIVE) 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

