



Please do not  
write in this  
binding margin

# The Companies Acts 1948 to 1976

## Declaration of compliance with the requirements of the Companies Acts 1948 to 1976

# 41

on application for registration of a company  
pursuant to section 15(2) of the Companies  
Act 1948 as amended by the Companies Act 1976

Company number

1316805/1

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

Name of Company

NATIONAL BREAKDOWN RECOVERY CLUB.

Limited \*

\* delete if  
inappropriate

I, JOHN DAVID BARROW  
of 20 PARK AVENUE, THACKLEY, BRADFORD,  
WEST YORKSHIRE

do solemnly and sincerely declare that I am

† In Scotland  
'a Solicitor'

~~[a solicitor of the Supreme Court (†) engaged in the formation]\*~~

[a person named as ~~a~~ director/secretary of the company in the statement delivered under section 21  
of the Companies Act 1976] \*

of NATIONAL BREAKDOWN RECOVERY CLUB Limited \*

and that all the requirements of the Companies Acts 1948 to 1976 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 BRADFORD WEST YORKSHIRE

the twentieth day of May  
One thousand nine hundred and seventy seven

before me

A Commissioner for Oaths\*

\* or Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths

Presentor's name, address and  
reference (if any)

For official use  
General section

Post room

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

## National Breakdown Recovery Club Limited

1. The name of the Company is "NATIONAL BREAKDOWN RECOVERY CLUB LIMITED".

2. The Registered Office of the Company will be situate in England.

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

(a) (i) To carry on the business of owners, managers, proprietors and sponsors of clubs for the assistance of, and to facilitate motorists' conveniences of every and any description; to provide facilities and services of all kinds to members of the club on such terms and for such periods of time as the Company may from time to time determine on a commission or fee basis or otherwise.

(ii) To carry on the business of proprietors of a garage and service station and to undertake the servicing maintenance and repair of motor vehicles of all kinds whatsoever form of propulsion may be used; to deal and sell new and used motor vehicles, parts of such vehicles and their accessories; to operate a vehicle recovery service of all kinds; and to carry on any other trade or business of a like and similar nature.

(iii) To carry on business as insurance brokers and agents and underwriting agents in all classes of insurance and as insurance advisers, pensions advisers, and mortgage brokers, and to undertake provision of hire purchase and credit sale finance and act as credit factors; to act as consultant automobile and mechanical engineers, insurance assessors and valuers, claims investigators and negotiators, surveyors, salvage and average adjusters.

(iv) To import, export, act as agents for, manufacture, buy, sell and deal in automotive products and electrical units, equipment and accessories for the motor manufacturing and servicing industries and direct to the public, in respect of both of private and commercial vehicles and their use, and to manufacture and deal in any material or product required of, or thought useful by, the Company.

- 2
- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
  - (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
  - (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
  - (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
  - (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
  - (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
  - (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
  - (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned

shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £15,000 divided into 15,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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>I, ROBERT SWICER, DIRECTOR, OF 21 PARKHOUSE ROAD, LOW MOOR, BRADFORD, SIGN FOR AND ON BEHALF OF :- NATIONWIDE BREAKDOWN RECOVERY SERVICES LTD.</p> <p><i>[Signature]</i></p> <p>MOTOR VEHICLE RECOVERY OPERATOR</p>	<p><i>[Signature]</i> 50</p>
<p>I, ERNEST SMITH, DIRECTOR, OF 124 WOODHOUSE LANE, BRIGHOUSE, SIGN FOR AND ON BEHALF OF :- NATIONWIDE BREAKDOWN RECOVERY SERVICES LTD.</p> <p><i>[Signature]</i></p> <p>MOTOR VEHICLE RECOVERY OPERATOR</p>	<p><i>[Signature]</i> 50</p>

DATED the 20<sup>th</sup> day of MAY 1977

WITNESS to the above signatures :-

*[Signature]*

JOHN DAVID BARROW

20 PARK AVENUE,

THACKLEY,

BRADFORD,

CHARTERED ACCOUNTANT

THE COMPANIES ACTS 1948 to 1976

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COMPANY LIMITED BY SHARES

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**Articles of Association**  
OF  
**National Breakdown Recovery  
Club Limited**

**PRELIMINARY.**

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :— 22, 24, 53, 58, 75, 79, 84(2), 84(4), 88, 89, 90, 91, 92, 110, 123, 124, 126 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

**PRIVATE COMPANY.**

3. The Company is a Private Company within the meaning of the Companies Act 1948.

**SHARES.**

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

**LIEN.**

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

## **TRANSFER OF SHARES.**

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any fully-paid share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

## **PROCEEDINGS AT GENERAL MEETINGS.**

9. 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 any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

## **SECRETARY.**

10. Subject to Section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **DIRECTORS.**

11. The number of Directors shall not be less than two nor more than ten. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.



13. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### **BORROWING POWERS OF DIRECTORS.**

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

#### **ALTERNATE DIRECTOR.**

15. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

#### **DISQUALIFICATION OF DIRECTORS.**

16. The office of Director shall be vacated if the Director ---
- (a) ceases to be a Director by virtue of Section 182 or 185 of the Companies Act 1948; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

#### **ACCOUNTS.**

17. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

18. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

19. The Directors shall from time to time, in accordance with Sections 150 and 157 of the Companies Act 1948 and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

20. In Clause 127 of Part I of Table "A" after the words "auditors' report" there shall be inserted the words "and directors' report".

#### AUDITORS.

21. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

#### INDEMNITY.

22. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

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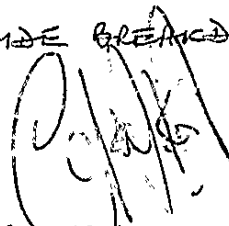
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

I, ROBERT SLICER, DIRECTOR, OF 31 PARKHOUSE  
ROAD, LEW MOOR, BRADFORD, SIGN FOR AND  
ON BEHALF OF:- NATIONWIDE BREAKDOWN  
RECOVERY SERVICES LTD.



MOTOR VEHICLE RECOVERY OPERATOR.

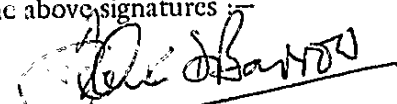
I, ERNEST SMITH, DIRECTOR, OF  
124 WOODHOUSE LANE, BRIGHOUSE  
SIGN FOR AND ON BEHALF OF:  
NATIONWIDE BREAKDOWN RECOVERY SERVICES  
LTD.



MOTOR VEHICLE RECOVERY OPERATOR

DATED the 20<sup>th</sup> day of MAY 1977

WITNESS to the above signatures:-

  
JOHN DAVID BARROW  
30 PARK AVENUE  
THACKLEY  
BRADFORD  
CHARTERED ACCOUNTANT



# The Companies Acts 1948 to 1976

## Statement of first directors and secretary and intended situation of registered office

# 1

Please do not  
write in this  
binding margin

pursuant to sections 21 and 23(2) of the Companies Act 1976

Company number

1316805

Name of Company

NATIONAL BREAKDOWN RECOVERY CLUB

Limited\*

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

The intended situation of the registered office of the company  
on incorporation is as stated below

RECOVERY HOUSE

21 CLAREMONT

BRADFORD

WEST YORKSHIRE

BD7 1BQ

\* delete if  
inappropriate

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below



ROBERT SWICER

21, PARKHOUSE ROAD, LOW MOOR

BRADFORD

WEST YORKSHIRE

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets [see note 1], please enter in the box opposite  
the number of continuation sheets which form part of this statement



Presentor's  
reference (if any):

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

**Important**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name [note 2]	ROBERT SWICER	Business occupation	MOTOR VEHICLE RECOVERY OPERATOR
Former name(s) [note 3]	NONE	Nationality	BRITISH
Address [note 4]	21 PARKHOUSE ROAD LEW MEER BRADFORD YORKSHIRE	Date of birth (where applicable) [note 6]	
Particulars of other directorships [note 5] NATIONWIDE BREAKDOWN RECOVERY SERVICES N.B.R.E. VEHICLE COMPONENT GUARANTEES NATIONWIDE BREAKDOWN RECOVERY SERVICES (COMMERCIAL) AIRE VALLEY BROKERS			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20/5/77	

Name [note 2]	ERNEST SMITH	Business occupation	MOTOR VEHICLE RECOVERY OPERATOR
Former name(s) [note 3]	NONE	Nationality	BRITISH
Address [note 4]	124 WOODHOUSE LANE BRIGHOUSE YORKSHIRE	Date of birth (where applicable) [note 6]	
Particulars of other directorships [note 5] NATIONWIDE BREAKDOWN RECOVERY SERVICES N.B.R.E. VEHICLE COMPONENT GUARANTEES NATIONWIDE BREAKDOWN RECOVERY SERVICES (COMMERCIAL) AIRE VALLEY BROKERS			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20/5/77	

Name [note 2]	JOHN DAVID BARRON	Business occupation	CHARTERED ACCOUNTANT
Former name(s) [note 3]	NONE	Nationality	BRITISH
Address [note 4]	20, PARK AVENUE THACKLEY BRADFORD WEST YORKSHIRE	Date of birth (where applicable) [note 6]	
Particulars of other directorships [note 5] N.B.R.E. VEHICLE COMPONENT GUARANTEES NATIONWIDE BREAKDOWN RECOVERY SERVICES (COMMERCIAL) AIRE VALLEY BROKERS J.C.C. NOMINEES			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20/5/77	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name [notes 2 & 7] JOHN DAVID BARRON

Former name(s) [note 3] NONE

Address [notes 4 & 7] 20 PARK AVENUE  
THACKLEY BRADFORD  
YORKSHIRE

I hereby consent to act as secretary of the company named on page 1

Signature

Date 20.5.77

Name [notes 2 & 7]

Former name(s) [note 3]

Address [notes 4 & 7]

I hereby consent to act as secretary of the company named on page 1

Signature

Date

### Important

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Signed by or on behalf of the subscribers of the memorandum \*

Signature

[Subscriber] [Agent] † Date

20/5/77

Signature

[Subscriber] [Agent] † Date

\* as required by  
section 21(3) of the  
Companies Act 1976;  
if it is convenient  
for one subscriber  
to sign on behalf of  
all subscribers,  
he/she should be  
shown as 'Agent'  
and not 'Subscriber'  
since the Act requires  
all subscribers to  
sign as such

† delete as  
appropriate



## CERTIFICATE OF INCORPORATION

No. 1316805

I hereby certify that

**NATIONAL BREAKDOWN RECOVERY CLUB LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

13TH JUNE 1977

*D.A. Pendlebury*

D. A. PENDLEBURY

*Assistant Registrar of Companies*