

## 412

**Company number**

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L	-	L	-	L	-	L

1854872

ELVATON LIMITED

do solemnly and sincerely declare that I amt a person named as Secretary of the Company  
in the Statement delivered under Section 21 of the Companies Act 1976

of\* ELVATON LIMITED

and that all the requirements of the Companies Act, 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 Declaration Act 1835

Declared at GILLINGHAM  
in the County of Kent

**Signature of Declarant**

the 20th day of September  
One thousand nine hundred and eighty four

before me \_\_\_\_\_ J.  
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):  
GRAEME & COMPANY,  
COMPANY REGISTRATION AGENTS,  
61, FAIRVIEW AVENUE,  
WIGMORE,  
GILLINGHAM,  
KENT.  
ME8 OQP

**For official use**  
**New Car Damage Section**



# Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

Pursuant to Part V of the Finance Act 1973

For official use Company number

 1854872/2

Please do not write in the space below. For Inland Revenue use only

Please do not write in this binding margin.

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

Name of company

ELVATON

Limited\*

\*delete if inappropriate

†Distinguish between ordinary, preference, etc.

A Nominal Capital	£ 1000.00		
Description of shares†			Ordinary
B Nominal value of each share	£	£	1
C Number of shares taken on incorporation			TWO
D Total amount payable on each (including premium if any)	£	£	1
E Amount paid or due and payable on each	£	£	NIL
F Total amount paid or due and payable in respect of C	£NIL		
G Capital duty payable on F at £1 per £100 or part of £100	£NIL		

## Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.

☐

Please tick box if attached

I hereby certify that the above particulars are correct in all respects

;delete as appropriate

Signed GRAEME & COMPANY [Secretary]† Date 20th September 1984

Presenter's name, address and reference (if any):  
 GRAEME & COMPANY,  
 Company Registration Agents,  
 61, Fairview Avenue,  
 Wigmore,  
 Gillingham,  
 Kent.  
 ME8 OQP

For official use  
Capital section

26.9.84

The Companies Acts 1948 to 1981



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ELVATON LIMITED



- P  
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1. The name of the Company is ELVATON LIMITED.
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:-
    - (a) (1) To carry on business as bankers, capitalists, financiers, concessionaires, licensed money lenders, and merchants, and to undertake, and carry on, and execute all kinds of hire purchase, discounting, financial, commercial, trading, holding company and other operations.
    - (2) To hold, purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, manage and deal with property and rights of all kinds, and in particular, mortgages, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and choses in action of all kinds.
    - (3) To carry on all or any of the businesses of insurance brokers, advisors, consultants, manager and administrators, valuers, assessors, arbitrators, and specialists and general agents for the transaction of motor, marine, fire, life, employers' liability, accident, burglary, and other insurance businesses; agents for effecting insurances and obtaining policies in respect of all and every kind of risk, and against loss or damage to real or personal property; commission, financial, estate and business agents, will and mortgage brokers, business transfer agents and agents for the purchase and sale of annuities, and for negotiating loans; and to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by insurance brokers and agents; commission agents, estate agents, general agents or the like.



LLOYDS  
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- (b) 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 or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and 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 all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

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- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) 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.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and 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 jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (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,

And it is hereby declared that

(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

We,  
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Dated

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5. The share capital of the company is £1,000 divided into 1,000 shares of £1 each

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<i>D Graeme</i> DOROTHY MAY GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent. Company Director	ONE
<i>J G</i> PAUL GORDON GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent. Company Director	ONE

Dated the 20th day of September 1984

Witness to the above Signatures:

*J D Graeme*  
JANET DOROTHY LOUISE GRAEME,  
61 Fairview Avenue,  
Wigmore,  
Gillingham,  
Kent.

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

ELVATON LIMITED

1854872/4

PRELIMINARY

1. The Regulations in Part I of Table A in the First Schedule to the Companies Act 1948 as amended (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied herein.
2. Regulations 75, and 88 of Table A shall not apply to the Company.

SHARES

3. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.
4. Section 17(1) of the Companies Act 1980 shall not apply to any exercise of the general authority conferred by Article 3 hereof.
5. Subject to the provisions of the Companies Act 1981, section 46 and 54, the company may purchase its own shares and make a payment in respect of the redemption or purchase of any of its own shares out of capital.
6. In Regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.
7. The proviso to Regulation 32 of Table A shall be omitted.
8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be varied accordingly.



## BORROWING POWERS

9. The proviso to Regulation 79 of Table A shall not apply to the Company.

## DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the minimum number of Directors shall be one.

11. The first Directors of the Company appointed on and after incorporation shall be determined in writing by the Subscribers of the Memorandum of Association.

## POWERS AND DUTIES OF DIRECTORS

12. 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 paragraph (2) and (4) of Regulation 84 of Table A shall not apply to the company.

## DISQUALIFICATION OF DIRECTORS

13. The provisions of section 185 of the Companies Act 1948 as amended shall not apply to the Company and no Director shall vacate or be required to vacate his office of Director by reason only of age.

14. The office of a Director shall be vacated if the Director:-

- (1) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or
- (2) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally, or
- (3) becomes prohibited from being a Director by reason of any order made under section 188 of the Companies Act 1948, or section 28 of the Companies Act 1976, or
- (4) becomes of unsound mind, or
- (5) resigns his office by notice in writing to the Company, or
- (6) is removed from office by a resolution duly passed pursuant to section 184 of the Companies Act 1948.

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## TRANSFER OF SHARES

15. A Share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, or to any child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.

16. Except where the transfer is made pursuant to the preceeding Article the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to the company or in the event of the company not electing to purchase to any member of the Company or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the Company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.

17. If the Company within the space of fifty-six days after being served with such transfer notice shall elect to purchase or shall find a member or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the company or to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

18. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

19. The Auditor for the time being of the company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950, shall not apply.

20. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the company may receive the purchase money, and shall thereupon cause the purchase by the company to be recorded or as the case may be the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power or the purchase by the company has been recorded as the case may be, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

21. If the Company shall not within the space of fifty-six days after being served with the transfer notice purchase the shares or find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person, and at any price.

22. Subject to the provisions of Article 15 hereof the executors or administrators of any deceased member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

23. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.

Wit:

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*D. M. Graeme*

DOROTHY MAY GRAEME,  
61 Fairview Avenue,  
Wigmore,  
Gillingham,  
Kent.  
Company Director

*P. G. Graeme*

PAUL GORDON GRAEME,  
61 Fairview Avenue,  
Wigmore,  
Gillingham,  
Kent.  
Company Director

---

DATED the 20th day of September 19 84

Witness to the above Signatures:

*J. D. L. Graeme*

JANET DOROTHY LOUISE GRAEME,  
61 Fairview Avenue,  
Wigmore,  
Gillingham,  
Kent.

## THE COMPANIES ACTS 1948 TO 1981

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

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

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type.  
bold block lettering\* delete if  
inappropriate

To the Registrar of Companies

For official use

1854872/51

Name of Company

ELVATON

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below61, FAIRVIEW AVENUE,  
WIGMORE,  
GILLINGHAM,  
KENT. ME8 OQPIf 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

X

GRAEME & COMPANY, COMPANY REGISTRATION AGENTS,  
61, FAIRVIEW AVENUE,  
WIGMORE, GILLINGHAM, KENT. ME8 OQP

Number of continuation sheets attached (see note 1)

Presentor's name, address and  
reference (if any):GRAEME & COMPANY,  
COMPANY REGISTRATION AGENTS,  
61 FAIRVIEW AVENUE,  
WIGMORE,  
GILLINGHAM,  
KENT.  
ME8 OQPFor 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(note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) <b>JANET DOROTHY LOUISE GRAEME</b>	Business occupation <b>SECRETARY</b>
Previous name(s) (note 3)	Nationality <b>BRITISH</b>
Address (note 4) <b>61, FAIRVIEW AVENUE, WIGMORE, GILLINGHAM, KENT. ME8 OQP</b>	Date of birth (where applicable) (note 6)
Other directorships † <b>GORDON GRAEME LIMITED</b>	
I hereby consent to act as director of the company named on page 1	
Signature <i>JD Graeme</i>	Date <b>20th September 1984</b>

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin

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.

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 3 & 7)	DOROTHY MAY GRAEME
Previous name(s) (note 3)	
Address (notes 4 & 7)	61 FAIRVIEW AVENUE, WIGMORE, GILLINGHAM, KENT.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>D. Graeme</i> Date 20th September 1984

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by  
section 21(3) of  
the Companies  
Act 1976

delete as  
appropriate

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

Signature *D. Graeme* ~~Subscriber~~ [Agent]† Date 20th September 1984

Signature ~~Subscriber~~ [Agent]† Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1854872

I hereby certify that

ELIOT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

12TH OCTOBER 1984

*C. R. Williams*  
MRS. C. R. WILLIAMS

an authorised officer