

COMPANY OFFICE

COMPANIES  
REGISTRATION

A 50,  
Companies  
Registration  
Fee Stamp  
must be  
imprinted  
here.

Am

requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said  
behalf of a Company proposed to be registered as CAVALIER COUNTRY CLUB  
LIMITED.

George Malcolm Chadwick Thompson  
rential Chambers, 22a Commercial Street Halifax in the County

nly and sincerely declare that I am <sup>(\*)</sup> a Solicitor of the Supreme  
engaged in the formation of

Cavalier Country Club

Limited.

(\*) Here insert either "a Solicitor of the Supreme Court engaged in the formation"

"a person named  
in the Articles of  
Association as a  
Director"

"a person named in the Articles of Association as the Secretary," as the case may be.

all the requirements of the Companies Act, 1948. in respect of matters precedent  
registration of the said Company and incidental thereto have been complied with.  
I make this solemn Declaration conscientiously believing the same to be true and by  
the provisions of the "Statutory Declarations Act, 1835."

at Halifax in the County of

th day of November

and nine Hundred and sixty two

**A Commissioner for Oaths.**

ed for registration by

#: Holmova 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED.

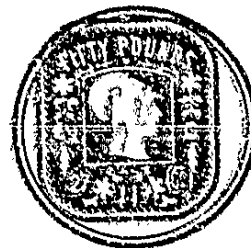
Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2

743127

No. of Certificate. \_\_\_\_\_

Form No. 25.



## Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF CAVALIER COUNTRY CLUB  
LIMITED,  
 is Ten thousand Pounds.

Signature: Paul Moore

Description: Director  
 (State whether Director or Secretary)

Dated the 20th day of November 1962

Presented for registration by \_\_\_\_\_

TELEPHONE: HOLBORN 3835 (3 lines).

TELEGRAMS: "DENTRETIME, LONDON."

**SHAW & BLAKE, LIMITED,**  
 Company Registration Agents, Printers & Stationers,  
 8, Bell Yard, Temple Bar, London, W.C. 2

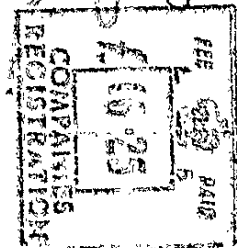


743127 3



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



# Memorandum of Association

## OF

### Cavalier Country Club Limited

RECEIVED  
5 DEC 1948

1. The name of the Company is "CAVALIER COUNTRY 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) To establish, maintain and carry on a club or clubs for the use and accommodation of persons admitted to membership and their friends with all necessary and usual conveniences and amenities and generally to afford to such members and friends all the usual privileges, advantages, convenience and accommodation of a club and in connection therewith or otherwise.

(b) To carry on business as club, hotel, restaurant and tea room, cafe and beerhouse proprietors, caterers, licensed victuallers, bakers, confectioners, pastrycooks, sweet and ice cream manufacturers and sellers, tobacconists, hairdressers, chemists, theatrical and box office, shipping and travel agents, butchers, fishmongers, fruiterers, greengrocers, grocers, dairymen, provision merchants, refreshment contractors and manufacturers of and dealers in articles of food and drink of all kinds, garage, cab, omnibus and coach proprietors, carriers of persons and goods, general storekeepers and recreation, sport, amusement and entertainment contractors and general contractors.

REGISTRATION  
1948

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d' invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company or their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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>Paul Jones</i> <sup>no 12</sup><br/> <i>"Longfield"</i><br/> <i>Triangle Halifax</i><br/> <i>Brewery Sales Manager</i><br/> <i>Frederick Emerson</i> . <i>PEARSON</i><br/> <i>Longfield,</i><br/> <i>Triangle. Yorkshire.</i><br/> <i>Printer.</i></p> | <p><i>one</i></p> <p><i>one.</i></p>       |

DATED this 20th day of November 1962

WITNESS to the above signatures :—

*[Signature]* *THOMSON*  
*Notarary*  
*Public*

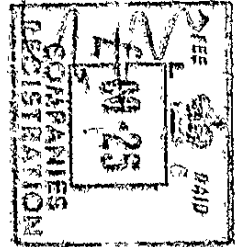


743127



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Articles of Association

OF

REGISTERED

5 DEC 1962

## Cavalier Country Club Limited

## PRELIMINARY.

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

## CAPITAL.

3. The initial share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

#### VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

#### TRANSMISSION OF SHARES.

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of Trustees to the Trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

#### VOTES OF MEMBERS.

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS.

10. The number of Directors shall not be less than four or more than twelve and the first Directors of the Company shall be FRED PEARSON, RITA PEARSON, PAUL MOORE and JOYCE ~~MARIA~~ ANN MOORE.

MIRIAM



## POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

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

- (a) Ceases to be a Director by virtue of Section 182 of the Act, 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 Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

## BORROWING POWERS.

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

## MANAGING DIRECTORS AND MANAGERS.

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY.

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

#### NOTICES.

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

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#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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Paul Moore  
"Longfield" Triangle  
Halifax  
Brewery Sales Manager.  
Medwick Pearson,  
Longfield.  
Triangle, Halifax.

---

DATED this 20<sup>th</sup> day of November 1962.

WITNESS to the above signatures:—

*[Signature]*  
*[Signature]*

C. 173

DUPLICATE FOR THE FILE.

No. 743127



## Certificate of Incorporation

I Hereby Certify, that

CAVALIER COUNTRY CLUB LIMITED

is this day incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this FIFTH DAY OF DECEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY TWO.

*L. S. Whitfield*

Assistant Registrar of Companies.

Certificate  
received by }

Date

6

# THE COMPANIES ACTS 1948 TO 1967

(COPY)

## SPECIAL resolution (1)

pursuant to section 141 (2) of the Companies Act 1948 (2)

of CAVALIER COUNTRY CLUB

Limited

Passed the Fourteenth day of April, 1982

At an Extraordinary General Meeting of the members of the above-named company,  
duly convened and held at (3) Holdsworth House, Holmfild, Halifax,  
West Yorkshire.

on the Fourteenth day of April, 1982

the following (1) RESOLUTION was duly passed:—

(4)

that Article 10

"The number of Directors shall not be less than four or more  
than twelve and the first Directors of the Company shall be  
Fred Pearson, Rita Pearson, Paul Moore and Joyce Miriam  
Moore."

should be replaced by the following:

"that from the date of the meeting unless and until otherwise  
determined by the Company in general meeting the minimum  
number of Directors shall be one."

*Fred Pearson*  
Director

### NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
- (3) Insert the full address of the place where the meeting was held.
- (4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.  
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



**CAVALIER COUNTRY CLUB LTD.**

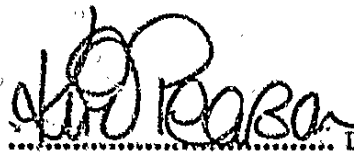
**Company No. 00743127**

**AT AN EXTRAORDINARY MEETING OF THE COMPANY** held at the registered office on 9th November, 1992 it was resolved that

elective resolutions be adopted so as to dispense with the following:

- a) the holding of an annual general meeting
- b) the presentation of the annual accounts and reports to the members of the company in general meeting
- c) the obligation to re-appoint the auditors annually

I certify that this is a true copy of the minuted of the extraordinary meeting held on 9th November, 1992.



..... D.K. Pearson