

# 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) of the Companies Act 1948*

Insert the  
Name of the  
Company.

DAVIES AND McKAY ( LEISURE)

LIMITED

Presented by

Presentor's Reference WGW/N3016

DURRANT FIESSE

73, CHEAPSIDE

LONDON EC2V 6ER

Form No. 41  
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Manover Street, W.1;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

I, WILLIAM GEORGE WATKINS

of 73, CHEAPSIDE LONDON EC2V 6ER

Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of  
the Supreme Court engaged in the formation

of DAVIES AND MCKAY (LEISURE)

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

67 Gage St  
W. 1st Ave 7 South

the

29<sup>th</sup>

day of

Aug

one thousand nine hundred and nineteen

th

Before me,

[Signature]

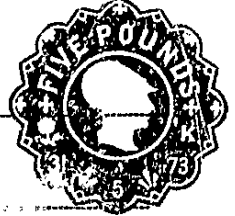
Note.—This Margin is reserved for binding and must not be written across.

[Signature]

# STATEMENT OF THE NOMINAL CAPITAL

OF

DAVIES AND McKAY (LEISURE)



LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 1,000

Signature

*Durrant Plesse*

Description ~~Solicitor engaged in the formation of the Company~~

Dated the 29<sup>th</sup> day of May 1973

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference WGW/N3016

DURRANT PLESSE,

73, CHEAPSIDE, LONDON EC2V 6ER

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;  
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

COMPANY LIMITED BY SHARES

1117234/3

MEMORANDUM OF ASSOCIATION

- of -

DAVIES AND MCKAY (LEISURE) LIMITED

1. The name of the Company is "DAVIES AND MCKAY (LEISURE) 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 the business or businesses of promoters, organisers, managers and consultants of sports, entertainments, recreations, amusements cultural and educational activities and leisure activities of all kinds and proprietors and organisers of private zoos, safari parks and exhibitions.



(2) To carry on the business or businesses of hotel, restaurant, cafe, motel, holiday camp, caravan site and apartment-house keepers, refreshment contractors, wine and spirit dealers, manufacturers, importers and exporters, merchants of and dealers in all food and food products, tobacco, alcoholic and non-alcoholic beverages of all kinds and general traders, merchants, importers and exporters .

(3) To carry on the business of travel agents, tourist agents and contractors, forwarding and general agents, motor coach, aircraft and ship owners and charterers, agents for operators of air, sea, land or inland waterway undertakings, road transport owners and hirers and ticket agents and generally to facilitate travel and provide for tourists and travellers and promote the provision of facilities of every description.

(B) To carry on any other business or activity and do anything of any nature which may seem to the Directors capable of being conveniently carried on or done in connection with the foregoing objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property .

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(C) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company.

(D) To apply for or join in applying for or otherwise acquire any letters patent, patent rights, brevets d'invention, licenses of any kind, concessions, secret processes or registered designs, trade marks or the like which may appear to be useful to the Company, and to register, protect, prolong, renew, exercise, develop, grant licenses under, use, manufacture under, or turn to account the same by merchandising or otherwise.

(E) To lend money to or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

(F) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its hold-

ing company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.

(G) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise, any company or person carrying on or proposing to carry on any business within the objects of the Company or possessed of any property suitable for the purposes of the Company.

(H) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon all or any part of the undertaking real and personal property (present or future) and uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

(I) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property (present or future) and uncalled capital of the Company or by both such methods, the repayment or payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any

obligations or securities of any kind or description, including in particular those of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act, 1948) or any other company which is for the time being a subsidiary (as defined by the said Section) of the Company's holding company or is otherwise associated with the Company in business.

(J) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.

(K) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.

(L) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments.

- (M) To establish or promote, or concur or participate in establishing or promoting any company for the purpose of carrying on any business or activity within the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company or of any other company carrying on or proposing to carry on any business or activity within the objects of the Company or possessed of any property suitable for the purposes of the Company.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of any property suitable for the purposes of the Company.
- (O) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (P) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object.
- (Q) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or

superannuation funds for the benefit of, and to 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 its holding company, if any, 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, 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 to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of any such persons as aforesaid, or to advance the interest and well-being of the Company or of any such other company as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

(R) To act as secretaries, managers, registrars or transfer agents for any other company.

(S) To distribute any of the property of the Company among its Members in specie or kind.

(F) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this

Company, shall be deemed to include any government or statutory body, partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted 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 shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1000 divided into 1000 Shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each subscriber
<p>WILLIAM GEORGE WATKINS  <i>W.G. Watkins</i>  73 Cheapside  London EC2V 6ER  Buckin</p>	<p>One</p>
<p>ALISON CHARISSA CLARKE  <i>Alison Clarke</i>  73 Cheapside  London EC2V 6ER  Sthartor: A.H. eld Cl6h</p>	<p>One</p>

DATED the 29th day of May 1973

WITNESS to the above signatures :-

P.A. Kymaca: (PAMELA ANN KYRIACOU)

73 Cheapside

London EC2V 6ER

Secretary

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DAVIES AND MCKAY (LEISURE) LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act 1967 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as references to those contained in Part I thereof.

SHARES

2. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

LIEN

3. The lien conferred by Regulation 11 of Table A

shall also attach to fully paid 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, and Regulation of Table A shall be construed accordingly.

#### GENERAL MEETINGS

4. A poll may be demanded by the chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

#### DIRECTORS

5. Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association. Regulation 75 of Table A shall not apply.
6. Each Director shall have the power to appoint either another Director or any other person approved for that purpose by a resolution of the Directors to act as alternate Director in his place during his absence, at his discretion remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, whilst so acting,

shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any person acting as alternate shall have one vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director provided that if any Director retires by rotation or otherwise and is re-elected at the same meeting any appointment made by him under this Article which was in force immediately before his retirement shall remain in force as though he had not retired. Any appointment or removal of an alternate Director shall be effected by instrument in writing delivered to the registered office of the Company and signed by the appointor.

7. The proviso to Regulation 79 of Table A shall not apply to the Company.
8. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

9. Any such resolution as is mentioned in Regulation 106<sup>A</sup> of Table A may consist of several documents in the like form each signed by one or more of the Directors.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

William GEORGE WATKINS

*W. Watkins*

73 Cheapside

London EC2V 6ER

Builder

ALISON CLARISSA CLARKE

*Alison Clarke*

73 Cheapside

London EC2V 6ER

Solicitor & Architect. Clerk.

DATED this 29th day of May 1973

WITNESS to the above signatures :-

P.A. Kyriacou C. PAMELA ANN KYRIACOU

73 Cheapside

London EC2V 6ER

Secretary.



## CERTIFICATE OF INCORPORATION

No. 1117234

I hereby certify that

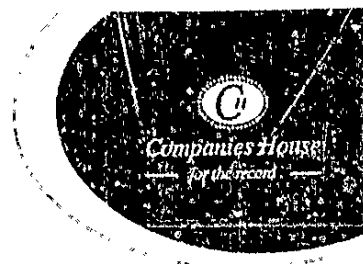
**DAVIES AND MCKAY (LEISURE) LIMITED**

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

Given under my hand at London the **7th June 1973**

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

(N. TAYLOR)  
Assistant Registrar of Companies



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.