

## THE COMPANIES ACTS 1948 TO 1976

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

1364104

Name of Company

TAYLORS OF SUTTON SCOTNEY

Limited \*

I, ROY CHARLES KEEN

of 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

do solemnly and sincerely declare that I am † a person named as Director of the Company in the statement delivered under Section 21 of the Companies Act 1976

of TAYLORS OF SUTTON SCOTNEY 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

Dec. red at Temple Chambers  
Temple Avenue  
London, EC4Y 0HP

the 29<sup>th</sup> day of March

One thousand nine hundred and seventy-eight

before me [Signature] c. R. FORDHAM  
A Commissioner for Oaths ‡

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

The London Law Agency Ltd  
Temple Chambers  
Temple Avenue  
London, EC4Y 0HP

Telephone : 01-353 9471  
Telex : 23553

For official use  
General Section

Post room

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y 0HP Tel: 01-353 9471 (6 lines)

Please do not  
Write in this  
binding margin

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

\* delete if  
inappropriate

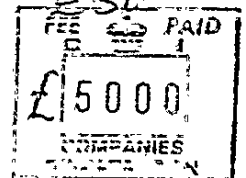
† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

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

Ref: 054149/6

1364104/3

THE COMPANIES ACTS, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

*P*  
TAYLORS OF SUTTON SCOTNEY LIMITED

1. The Name of the Company is "TAYLORS OF SUTTON SCOTNEY 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 Proprietors and Operators of Coach, Bus, Contract and Private Vehicle Hire Services, Agents for the Sale of, Manufacturers, Servicers, Repairers, Fitters, Letters on Hire, and Dealers in new and second-hand Motor Cars, Lorries, Vans, Caravans, Trailers, Commercial and other Vehicles, and Plant, Machinery and Equipment of every description, and of, for and in Accessories, Engines, Implements, Tools, Furnishings, and Supplies of all kinds used or required in connection therewith or relating thereto, Proprietors of Garages and Petrol Filling Stations, Repairing, Hiring and other Depots, Motor Engineers, Driving Instructors, Mechanical, Marine, Electrical, Television, Wireless and General Engineers, Coach and Body Builders and Repairers, Panel Beaters and Upholsterers, Machinists, Smiths, Welders and Metal Workers, Haulage and Transport Contractors, Hire Purchase Financiers and Insurance Brokers and Agents; Coal and Coke Merchants, Proprietors, Operators and Letters on Hire of Motor Car and Trailer Parks, Caravan and Camping Sites, Manufacturers, Merchants and Factors of, Agents for, and Dealers in Radio and Television Sets, Household Appliances and Accessories of all kinds, Road House, Cafe and Restaurant Proprietors, Refreshment Caterers and Contractors, Provision Merchants, Bakers, Confectioners, Tobacconists and Newsagents, and General Merchants, Agents and Traders.

54  
11/4/78

*Win/Thorn*

Prepared by:  
THE LONDON LAW AGENCY LTD.,  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP.

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) 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 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 for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business 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 dependents 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 or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(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 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 in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.


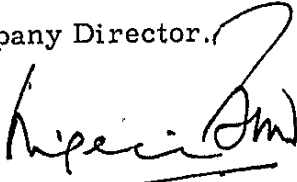
(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

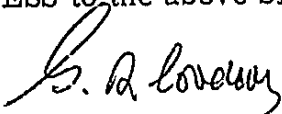
5. The share capital of the Company is £200,000 divided into 200,000 shares of £1 each.

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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP  Company Director.	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP.  Company Director.	One

DATED the 1st day of March, 1978.

WITNESS to the above Signatures :-

  
GEORGE A. CORDEROY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.

1364104/

THE COMPANIES ACTS, 1948 to 1976

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

TAYLORS OF SUTTON SCOTNEY LIMITED

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PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "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, 75, 77, and 79 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 hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES.

3. 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, and on such terms, and in such manner as they think fit.
4. 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.

5. 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.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. The Directors may exercise all the powers of the Company to borrow money, 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.

10. 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.

## ALTERNATE DIRECTORS.

11. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

## TRANSFER OF SHARES.

12. 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.

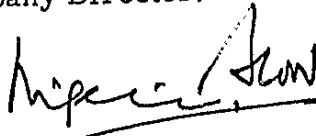
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

  
ROY C. KEEN,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.

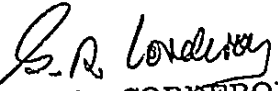
  
NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.

---

DATED the 1st day of March, 1978.

WITNESS to the above Signatures :-

  
GEORGE A. CORDEROY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

RM Form No. 1

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

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

1

Please do not  
write in this  
binding margin

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

\*delete if  
inappropriate

Company number

1364104 / S

Name of Company

TAYLORS OF SUTTON SCOTNEY

Limited\*

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

84 Temple Chambers, Temple Avenue,  
London, EC4Y 0HP

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

X

The London Law Agency Limited  
84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

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):

The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553

For official use  
General section

Post room

**THE LONDON LAW AGENCY LIMITED**

Company Registration Agents, Law Agents, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVE., LONDON, EC4Y 0HP Tel: 01-353 9471 (3 lines)

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)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1/3/78	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

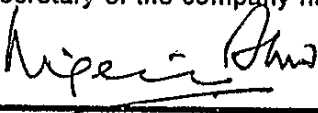
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binding margin



**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 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 1/3/78

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

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

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

Signature		[Subscriber]	Date	1/3/78
Signature		[Subscriber]	Date	1/3/78



## CERTIFICATE OF INCORPORATION

No. 1364104

I hereby certify that

**TAYLORS OF SUTTON SCOTNEY 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

**20TH APRIL 1978**

A handwritten signature in dark ink, appearing to read 'B. M. Stange'.

*Registrar of Companies*

TAYLORS OF SUTTON SCOTNEY LIMITED

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

TAYLORS OF SUTTON SCOTNEY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 29th July 1994 the following resolutions were passed as to Resolutions 1 and 2 as Special Resolutions of the Company and as to Resolution 3 as an Ordinary Resolution of the Company.

SPECIAL RESOLUTIONS

1. That the company's articles of association be altered by the addition of the following new article:

Subject to the provisions of Part V of the Companies Act 1985 the company may:

- (a) pursuant to S159 of that Act issue shares which are to be redeemed or



are liable to be redeemed at the option of the company or the shareholder on such terms and in such manner as shall be provided by the articles of the company;

- (b) pursuant to S162 of that Act purchase its own shares (including any redeemable shares);
- (c) pursuant to S171 of that Act make a payment out of capital in respect of the redemption or purchase.

Clauses 3 and 10 in Table A shall not apply to the Company.

2. That:-

2.1 the proposed contract (a copy of which has been available for inspection by members of the Company at the registered office of the Company for not less than 15 days ending with the date of this Meeting and which has been available at this Meeting and which for identification purposes has been signed by the Chairman thereof), whereby the Company agreed with J Sloggett, being the registered holder of 22,500 fully paid Ordinary Shares of £1 each of the company, for the purchase by the Company in cash out of the distributable profits of the Company of 22,500 shares at the price set out in the Share Sale Agreement between J Sloggett and the Company be and the same is hereby approved for all purposes, including, without limitation, for the purposes of Part V of the Companies Act 1985.

2.2 B Taylor whom failing any other director of the Company be and is hereby authorised to sign and exchange the proposed contracts on behalf of the Company and to sign any further documentation necessary to



complete the purchase by the Company of the said 22,500 shares under the proposed contract.

ORDINARY RESOLUTION

3. THAT the arrangements set forth in the proposed contracts specified in the Special Resolution numbered 2.1 above be approved for all purposes, including, without limitation, for the purposes of Section 320 of the Companies Act 1985, notwithstanding that B W Taylor, J Sloggett or any other persons connected with them (within the meaning of the said Section 320 have an interest therein.

.....  
Chairman

TAYLOR & SLOGGETT

**G****COMPANIES FORM No. 169****Return by a company purchasing its own shares**

2675 by 11/11/94  
POS  
411  
100

**169**

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this margin

To the Registrar of Companies

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

\* Insert full name  
of company

**Note**

This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the company

§ A private company  
is not required to  
give this information

For official use

--	--	--	--

Company number

1364104
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Name of company

* TAYLORS OF SUTTON SCOTNEY LIMITED
-------------------------------------

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY ONE POUND		
Number of shares purchased	22,500		
Nominal value of each share	£ 1		
Date(s) on which the shares were delivered to the company	29.7.94		
Maximum prices paid § for each share			
Minimum prices paid § for each share			

The aggregate amount paid by the company for the shares to which this return relates was:

£ 135,000

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 675

† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation†

Sec

TAYLORS OF SUTTON SCOTNEY LTD.

Date

24.7.94

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

For official Use  
General Section

Post room

637	*AGSCZ5HF* 203
COMPANIES HOUSE 14/10/94	
COMPANIES HOUSE 06/08/94	

