

No. 807879

The Companies Act, 1948

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
Fred Smith & Sons (Motor Bodies) Limited.

Incorporated the 4th day of June, 1964.



COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
Fred Smith & Sons (Motor Bodies) Limited.

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1. The name of the Company is "FRED SMITH & SONS (MOTOR BODIES) 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 business as motor body repairers and builders, cellulose sprayers, painters, enamellers, finishers, decorators, lacquerers, upholsterers, platers and polishers and as motor agents, manufacturers, repairers and painters of and dealers in, motor cars, lorries, bicycles, omnibuses, coaches, caravans, motor cycles, sidecars, motor tricycles, vans, agricultural machinery, wagons and vehicles of all kinds, aircraft, motor boats and vessels and accessories of all kinds.
 - (B) To carry on the business of garage proprietors, filling station proprietors, car and other vehicle hirers, proprietors of taxi and motor coach services, motor and general engineers, metal and alloy makers and workers, joiners and woodworkers, builders, painters and decorators, motor signwriters, painters and cellulose sprayers of furniture, fancy goods and equipment of every description, haulage contractors, hire purchase financiers and insurance agents.
 - (C) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

- (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks, or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.
- (K) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commission to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

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 partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £3,000 divided into 3,000 Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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. (in words) |
|--|--|
| STANLEY SMITH, 1, New Cottages, Wolverhampton Road, K ri ver, Nr. Stourbridge. Motor Body Builder. | One |
| LIZZIE SMITH, 1, New Cottages, Wolverhampton Road, K ri ver, Nr. Stourbridge. Secretary. | One |

Dated this 29th day of April, 1964.

Witness to the above signatures:—

CYRIL START,

83, Park Lane East.

Tipton, Staffordshire.

Certified Accountant.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Articles of Association
OF
Fred Smith & Sons (Motor Bodies) Limited.

1. Subject as hereinafter provided, the Regulations contained in Parts I and II of Table "A" in the first Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 75, 76, 77, 79, 84, 88, 99 and 113 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Table "A" subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deleted.

4. The powers of the Company under Regulation 6 of Part I of Table "A" may be exercised by the Directors on behalf of the Company, and in that Regulation the figure "5" shall be substituted for the figure "10".

LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such shares.

TRANSFER OF SHARES.

6. Any member (hereinafter called "the Vendor") who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

7. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

8. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division so far as required by the circumstances to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number stated by him as aforesaid.

9. Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to complete the transfer or transfers within fourteen days after being called upon to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers and to receive the purchase price on his behalf.

10. In the case of all or any of the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table "A", at any time within six calendar months after the date of the notice given by the Vendor to the Board of his intention to sell, to transfer the shares not sold to any person at any price.

GENERAL MEETINGS.

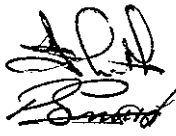
11. The words "one member" shall be substituted for "two members" in Regulation 49 of Part I of Table "A".


12. In Regulation 54 of Part I of Table "A", all the words after the word "determine" shall be deleted.

13. A poll may be demanded by two members present in person or by proxy and Regulation 58 (B) of Part I of Table "A" shall be modified accordingly.

14. In Regulation 5 of Part II of Table "A" the words "as an ordinary resolution" shall be inserted after the word "passed".

DIRECTORS.

 15. The number of the Directors shall be not less than two ~~nor more than seven~~. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

 ~~16. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.~~

17. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

18. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

19. The first Directors shall be Stanley Smith and Lizzie Smith. The said Stanley Smith shall, subject to the provisions of Section 184 of the Companies Act, 1948, be a permanent Director of the Company, and shall be entitled to hold office so long as he shall live unless he shall become disqualified through any of the causes specified in Article 23 hereof, and Article 20 and Regulations 89 and 90 of Part I of Table "A" shall not apply to him.

20. Subject as provided by Article 19 hereof and without prejudice to the power of removal contained in Section 184 of the Companies Act, 1948, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

BORROWING POWERS.

21. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures, or obligations to be redeemed or transferred as they may think fit.

SEAL.

22. The Directors may affix the Common Seal to any document provided that such document be also signed by two Directors, or by one Director and the Secretary, or by one Director and such other person as the Directors may appoint for the purpose.

DISQUALIFICATION OF DIRECTORS.

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

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or

~~(D) Ceases to hold his qualification or does not obtain the same within two calendar months from the date of his appointment; or~~

- (E) Is prohibited from being a Director by an order made under Section 188 of the Companies Act, 1948.

24. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

NOTICES.

25. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly.

ALTERNATE DIRECTORS.

26. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification or be entitled to any remuneration and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

SECRETARY.

27. The first Secretary of the Company shall be Lizzie Smith.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STANLEY SMITH,

1, New Cottages, Wolverhampton Road,

Kniver, Nr. Stourbridge.

Motor Body Builder.

LIZZIE SMITH,

1, New Cottages, Wolverhampton Road,

Kniver, Nr. Stourbridge.

Secretary.

Dated this 29th day of April, 1964.

Witness to the above signatures:—

CYRIL START,

83, Park Lane East.

Tipton, Staffordshire.

Certified Accountant.