Number of Company 368829

[Form No. 41.

"THE COMPANIES ACT, 1929."

A Companies Registration Fee Stamp of 5/- must be impressed here.

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929, on behalf of a Company proposed to be Registered as

REGISTERED 22 AUG 1941

Q & M

LIMITED.

(See Page 2 of this Form.)

Presented by

Aldrich & Crowther,

56, Old Steine, Brighton, 1.

I RICHARD LESLIE CROWTHER

of 56, Old Steine, Brighton in the County of Sussex,

Solicitor

*Here insert—"A Solicitor of the Supreme Court (or in Scotland "an Enrolled Law Agent") engaged in the formation of" or "A person named in the Articles of Association as a Director (or Secretary) of."

Do solemnly and sincerely Declare that I am* a Solicitor of the Supreme Court engaged in the formation of Q & M

LIMITED,

and That all the requirements of The Companies Act, 1929, 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.

NOTE.—This margin is reserved for binding, and must not be written across.

Declared at Brighton in the County of Sussex

the 14th day of August,

One thousand nine hundred and forty one.

before me,

R L Crowther

A Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

Number of Certificate 368820/2

[Form No. 25

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933

TEN SHILLINGS

Duty at the rate of 10s. for every £100 must be impressed here.

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

CLG. Ho.

REGISTERED

22 AUG 1941

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

88970-30

Presented by

Aldrich Crowther

56 Old Steine Brighton

THE NOMINAL CAPITAL

OF

Q & M LIMITED,

is One hundred Pounds,

divided into one hundred Shares

of One pound each.

Signature J Seaburne May

Description Secretary

Dated the 13th day

of August 1941.

NOTE.—This margin is reserved for binding, and must not be written across.

*** *This Statement should be signed by an Officer of the Company.*

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Memorandum

and

Articles of Association

of

Q & M

LIMITED

ALDRICH & CROWTHER,

Solicitors,

56 OLD STEINE, BRIGHTON, 1.

No.

Certificate of Incorporation

OF

Q & M

LIMITED

I hereby Certify Q & M LIMITED is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this day of One thousand nine hundred and forty-one.

Registrar of Companies.

368879/3

The Companies' Act, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Q & M

LIMITED

REGISTERED 22 AUG 1941

1. The name of the Company is "Q & M 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 club proprietors, club, hotel, restaurant, cabaret, café, tavern, beer-house and refreshment-room keepers, licensed victuallers, refreshment contractors, caterers, wine, beer, spirit, aerated and mineral water merchants, tobacco, cigarette and cigar merchants, proprietors of motor and other vehicles, garage proprietors, job masters, livery stable keepers, hair dressers, perfumers, chemists, theatrical and other box office agents or proprietors, and agents for railway, aerial, shipping and other

transport companies and organisations, and to carry on all kinds of agency business.

(b) To provide and equip halls and other rooms, buildings, gardens and other places for clubs, shops, offices, flats and residences, and for public meetings, exhibitions, concerts, lectures and theatrical and cinema performances, and for such other purposes private or public as the Company may think fit, and to provide all kinds of conveniences, entertainments, amusements and recreations for customers and others, and generally to carry on business as caterers for the producers of entertainments, sports and amusements of every description, and any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(c) To acquire by purchase, exchange or otherwise either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, and hereditaments of any tenure, whether subject or not to any charges or incumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with, all or any of such lands, tenements or hereditaments.

(d) To erect, construct, maintain, alter, repair, pull down and restore, either alone or jointly with any other corporation or persons, works of all descriptions, including golf courses, putting greens, pleasure gardens and places of amusement and

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recreation, roads and buildings of every description; and whether on the lands of the Company or upon other lands and generally to alter and improve the lands and other property of the Company and to undertake and execute contracts in relation to the above works and to carry out any ancillary or other works comprised in such contracts.

(*e*) To own, erect, construct, lay down, enlarge, alter and maintain any buildings and offices necessary or convenient for the Company's business.

(*f*) To borrow and raise money for the purpose of the Company's business.

(*g*) To mortgage and charge the undertaking and all or any of the real and personal property 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, debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(*h*) 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.

(*i*) To receive money on deposit or loan upon such terms as the Company may approve, and to

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make advances to and guarantee the debts and contracts of customers and others.

(*j*) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.

(*k*) To issue any shares of the Company at par, or at a premium, or as fully or in part paid up.

(*l*) To pay for any property or rights acquired by the Company either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital 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.

(*m*) To pay brokerage and commissions, and to make such arrangements as may be expedient for placing all or any of the share or debenture capital of the Company.

(*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 shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures, or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(*o*) 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 or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock, or securities of and guarantee the payment of any securities issued by or on any other obligation of any such company.

(*p*) To purchase or otherwise acquire and undertake all or any part of the business property and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

(*q*) To expend money in experimenting upon and testing and in improving or securing any process or processes or patent or patents, or protecting any invention or inventions which the Company may acquire, or propose to acquire or deal with and to use, exercise, develop or grant licences in respect of or otherwise turn to account the processes or patents or inventions so acquired or any information relating thereto.

(*r*) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for 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 shares or otherwise) of all 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.

(*s*) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same.

(*t*) 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.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £100, divided into 100 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or increased Capital as Ordinary, Preferred or Deferred or Guaranteed Shares and to attach to any class or classes of such Shares any preferences, rights, privileges, or conditions or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company passed before the issue of the Shares affected thereby.

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 DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
D. H. Quertier, 7, Woodland Drive, Hove, Sussex. Company Director	ONE
J. Featherstone Tracy, Albion Street, Southwick, Sussex. Sales Manager	ONE.

Dated this 13th *day of* August *1941.*

Witness to the above Signatures:—
A. D. Watson
Managing Clerk to Aldrich & Crowther
Solicitors
Brighton Sussex

368879/14

REGISTERED 22 AUG 1941

The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Q & M

LIMITED

1. The regulations contained in Table A in the First Schedule to the Companies Act, 1929 (except Articles 64, 69, 72, 101, and 104) shall apply to this Company, but with the modifications hereinafter contained.

2. The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were, whilst in such employment and have continued after the determination of such employment to be members of the Company) shall be limited to 50. No shares or debentures of the Company shall be offered to the public for subscription.

3. No infant shall become a member unless his shares are fully paid.

SHARES.

4. The shares shall be at the disposal of the Directors and they may allot or otherwise dispose of them to such

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persons at such times and generally on such terms and conditions as they think proper, subject always to Articles 2 and 3 hereof.

5. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

6. The Directors shall not register more than three persons as joint holders of any share; such persons shall count as one member for all purposes and only the first on the register shall exercise their rights and receive notices to attend meetings and vote or be reckoned as a member.

7. The Directors may, in their discretion, and without assigning any reason therefor, refuse to register the transfer or transmission of any share to any person of whom they shall not approve as a member, and Article 19 of Table A shall be modified accordingly.

8. (*a*) No shares of the Company shall be sold or transferred by any shareholder or trustee in bankruptcy or personal representative of any shareholder (hereinafter called "the Transferor") unless and until the rights of pre-emption conferred by this Article have been exhausted.

(*b*) Every Transferor desiring to sell or transfer any shares of the Company shall give notice in writing to the Directors of such desire. Such notice shall constitute the Board his Agent for the sale of such shares to any member of the Company at the fair value to be determined by the Auditor of the

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Company. Such notice shall not be revocable except with the consent of the Directors.

(*c*) Until otherwise determined by the Company in General Meeting, the said shares shall be offered to the other members in such order as may be determined by lots drawn in regard thereto under the supervision of the Board.

(*d*) Upon the price of the shares being determined, the Transferor shall be bound upon payment of the said price to transfer the shares to the persons nominated by the Board.

(*e*) In the event of no person being so nominated by the Board as purchaser within three months of the receipt by the Company of the notice referred to in sub-clause (*b*) hereof, the Transferor shall (subject to the provisions of Articles 2 to 7 inclusive) be at liberty to sell and transfer the said shares to any person and at any price.

(*f*) Sub-clauses (*a*) to (*e*) hereof shall not apply to a transfer of Shares for the purpose of effecting the appointment of new trustees, provided that it is proved to the satisfaction of the Board that such is the case.

(*g*) Upon the death or bankruptcy of any shareholder the Company may give notice in writing to the personal representative or to the trustee in bankruptcy as the case may be, requiring him to give notice to the Directors of his desire to sell and the foregoing provisions of this Article shall apply to any notice so given to the Directors.

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(*h*) In the event of the personal representative or trustee in bankruptcy failing for a period of three months after the giving of notice by the Company to serve the Directors with notice of his desire to sell as aforesaid the shares of such deceased or bankrupt shareholder may at any time thereafter be forfeited by resolution of the Board to that effect.

(*i*) When any shares have been forfeited in accordance with the preceding clause of this Article, notice of the forfeiture shall be given to the personal representative or trustee in bankruptcy as the case may be and an entry of such notice having been given and of the forfeiture with the date thereof shall be made in the Share Register, but the provisions of this clause are directory only and no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

FORFEITURE OF SHARES AND LIEN.

9. The lien conferred by Article 7 of Table A shall attach to fully paid shares, and to any dividend or bonus payable thereon, and to all shares registered in the name of any person indebted or under liability to the Company, whether due or to become due, where he shall be the sole registered holder thereof.

BORROWING POWERS.

10. Until the Company shall in general meeting otherwise resolve the Directors may raise or borrow such sums of money as they may think fit for the purposes of the Company's business, and may secure the repayment of the same by

mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

11. A register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to inspection by the registered holders of such debentures and the holders of shares in the Company, subject to such restrictions as the Company in General Meeting may impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

VOTES OF MEMBERS.

12. In Article 63 of Table A the word "corporation" shall mean any company, wheresoever and under whatsoever laws incorporated or registered and whether carrying on business in the United Kingdom or abroad.

DIRECTORS.

13. Until otherwise determined, the number of Directors shall not be less than two nor more than seven. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.

14. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board, duly convened and constituted.

15. The qualification of a Director shall be the holding in his own right and as sole holder of one Ordinary Share,

16. The first Directors of the Company shall be appointed in writing by the subscribers hereto and the provisions of Table A relating to the rotation and retirement of Diiectors shall not apply to the Directors so appointed.

17. There shall be added to Article 79 of Table A the words "Provided always that the total number of Directors so appointed shall not at any time exceed the maximum hereinbefore mentioned."

18. A Solicitor who may become a Director of the Company shall be entitled by himself or his firm to act as Solicitor and to charge as if he were a stranger employed as the Solicitor of the Company under its Common Seal.

DISQUALIFICATION OF DIRECTORS.

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

(*a*) Become a bankrupt, or insolvent, or compound with his creditors.

(*b*) Become of unsound mind or be found a lunatic.

(*c*) Be convicted of an indictable offence, not being an offence under the Road Traffic Act, 1930, or any statutory modification or re-enactment thereof.

(*d*) Cease to hold the necessary Share qualification or do not obtain the same within two months from the date of his appointment.

(*e*) Absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors,

(*f*) Become prohibited from being a Director by reason of any order mader unde Sections 217 or 275 of the Act.

(*g*) Give the Directors one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid, unless prior to the doing of such act written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

20. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon, his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. Any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested, or upon any matter arising thereout.

NOTICES.

21. A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

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22. A notice to any member in the Register of members shall bind not only that member but all persons claiming through him.

23. An entry made in ordinary course in any postal book kept by the Company shall be sufficient evidence of everything therein stated or implied.

WINDING UP.

24. With the sanction of an Extraordinary Resolution of the Shareholders any part of the assets of the Company, including any shares in other companies, may be divided between the members of the Company in specie, or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereon there is any liability.

25. The assets of the Company, available for distribution among the members, shall be applied: First, in repaying to the holders of the Preference Shares (if any) the sums paid up or credited as paid up on such shares, and secondly, in repaying to the holders of the Ordinary Shares the sums paid up or credited as paid up on such Shares; and the balance (if any) shall be divided among all the holders of shares in the Company in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D. N. Quarter
7, Woodland Drive
Hove
Sussex. Company Director

J. Seaborne May. Sales Manager
Albion Street
Southwick
Sussex

Dated this 13th *day of* August *1941.*

Witness to the above Signatures:—

A. Watson
Managing Clerk to Aldrich Crowther
Solicitors
Brighton Sussex

DUPLICATE FOR THE FILE.

No. 368879

Certificate of Incorporation

I Hereby Certify, That

Q & K LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is **Limited.**

Given under my hand at Llandudno ~~London~~ this twenty-second day of August One Thousand Nine Hundred and forty-one.

P. Preston

Registrar of Companies.

Certificate received by Regd Post.

Date 27 - 8 - 41.

No. 368879 / 40

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

Q & M LIMITED

Passed 8th August, 1968

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 1 Savoy Hill, London W.C.2. on the 8th August, 1968, the following Resolution was duly passed as a Special Resolution:-

That the Articles of Association of the Company be altered by the deletion of Articles 7, 8, 15 and 19 (d) and the remaining Articles renumbered accordingly.

HUGH WONTNER

DIRECTOR

Certified to be a true Copy

Hugh Wontner ....Director

K Strange ... Secretary