

## THE COMPANIES ACTS 1948 TO 1980

**Declaration of compliance with the requirements on application for registration of a company**

Pursuant to section 3(5) of the Companies Act 1980

Please do not write in this binding margin

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

\*delete if inappropriate

For official use

Company number

Name of company

EMPLOYEE BENEFITS SERVICES

Limited\*

I, NIGEL LEONARD BLOOD,

of 84 Temple Chambers,

Temple Avenue,

London, EC4Y 0HP

† 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

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

of

EMPLOYEE BENEFITS SERVICES

Limited\*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 Temple Chambers,

Temple Avenue,

in the City of London.

the 18<sup>th</sup> day of JULY

One thousand nine hundred and eighty FIVE

Signature of Declarant

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

before me  
A Commissioner for Oaths‡

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

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

For official use  
New companies section

Post room



ACCEPT UNSTAMPED £ 50

NC/C 27388

THE COMPANIES ACTS 1948 TO 1981 SIGNED *m. Samuel*

DATE *24/7/85*

COMPANY LIMITED BY SHARES

1936707

MEMORANDUM OF ASSOCIATION

OF

EMPLOYEE BENEFITS SERVICES LIMITED

1. The Name of the Company is "EMPLOYEE BENEFITS SERVICES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (1) To transact, undertake and carry on all or any classes of "general insurance" as defined by Section 1 of the Insurance Companies Act 1981 and in particular, but without prejudice to the generality of the foregoing, to provide insurance and insurance policies of such nature for members of the Automobile Association.
  - (2) To acquire or extinguish or otherwise deal with any insurance made with the Company.
  - (3) To re-insure or counter insure any of the risks undertaken by the Company.
  - (4) To effect as agents for others all or any class of general insurance as defined by Section 1 of the Insurance Companies Act 1981.
  - (5) To purchase, subscribe or otherwise acquire and hold deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world.
  - (6) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

Presented by:-

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

mu/RAS/AUTD

- (7) To carry on so far as permitted by law any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the above.
- (8) To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business and to regulate and discontinue the same.
- (9) To carry out, promote and support studies, surveys, researches, investigations and other projects and experimental work of every description.
- (10) To purchase, take on lease or in exchange, hire, take options over or otherwise to acquire, hold and deal in any estate or interest in any freehold or leasehold land or any other property and rights of any kind which may appear to the Company to be necessary, convenient or appropriate for any business of the Company or which may enhance the value of any other property of the Company.
- (11) To sell, let, lease, exchange, grant licences, easements and other rights over and in any other manner dispose of, turn to account or deal with the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (12) To build, erect, construct, pull down, repair, enlarge, alter, develop, remove and maintain or replace any buildings, works, walls or roads and to clear sites of the same.
- (13) To sell or otherwise dispose of any debts due to or to become due to the Company to factors or others for collection and to act as agents for such factors or others in the collection of debts so sold and to enter into any obligations for recourse or otherwise in connection therewith.
- (14) For the purpose of or in connection with the business of the Company to lend and advance money or give credit to any company, firm or person with or without security and on such terms as the Company may think fit and to give all descriptions of guarantee and indemnity and to become surety for any company, firm or person and either with or without the Company receiving any consideration or advantage directly or indirectly for giving any such guarantee or indemnity or acting as surety.

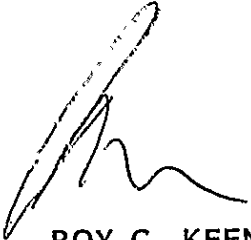
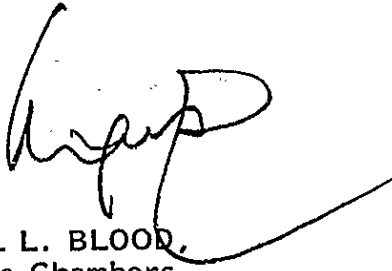
- (15) To borrow or raise or secure the payment of money for any purpose of or in connection with the business of the Company.
- (16) From time to time in any manner and for any purpose to mortgage or charge the whole or any part of the undertaking property and rights (including property and rights to be subsequently acquired) of the Company and to create, issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and commissions as may be thought fit, debentures, debenture stock, bonds or other obligations, either permanent or redeemable or repayable.
- (17) To enter into any arrangements with any government or authority imperial, supreme, municipal, local or otherwise, or with any company, firm or person that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, grants, loans or concessions which the Company may think fit desirable to obtain and to carry out, exercise and comply with the same.
- (18) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of the Company, 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 the Company or such other company as aforesaid or by partnership, or any arrangement of the nature of the partnership or in any other manner.
- (19) To establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of and to grant provide or make any necessary arrangements for or in connection with pensions, allowances, gratuities, donations, life assurance, bonuses and other benefits to any past or present directors or employees of the Company or of any subsidiary company of the Company or of any company of which the Company is for the time being a subsidiary or the predecessors in business of any of them or to the relations, connections, families and dependants of any such persons, and to establish, subsidise, subscribe to and support any associations, institutions, clubs, building and housing schemes, funds and trusts calculated to benefit any such person or otherwise, advance the interest of the Company or of any such other Company as aforesaid or of its members.

- (20) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object and for any exhibition or for any purpose which may be considered by the Company likely directly or indirectly to further the objects of the Company or the interests of its members.
- (21) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company and any company promoted by the Company of any company in which the Company is or may contemplate being interested, including in such costs, charges and expenses all or any part of the costs, charges and expenses of owners of any business or property acquired by the Company or any such company as aforesaid and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.
- (22) 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, either by or through agents, trustees, sub-contractors or otherwise.
- (23) To distribute among the members in specie any property of the Company and in particular any shares, debentures or securities of any other company belong to the Company or of which the Company may have the power of disposing 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.
- (24) To procure the Company to be registered or recognised in any Dominion or dependency and in any foreign country or place.
- (25) To do all such other things as may be considered by the Company to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not and whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

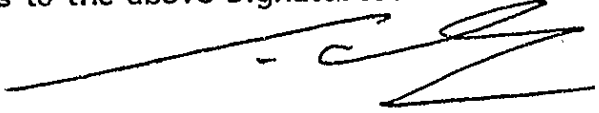
- 4. The liability of the Members is limited.
- 5. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. ✓	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. ✓	One
Total Shares taken	Two

Dated the 1st day of July, 1985. ✓

Witness to the above Signatures:-

  
J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP. ✓

1936707

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EMPLOYEE BENEFITS SERVICES LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as now amended by subsequent legislation including the Companies Act 1981 (which Regulations are hereinafter called Table A) shall apply to the Company but, in the case of any variation or inconsistency between these Regulations and Table A, these Regulations shall prevail.

2. Regulations 3, 11, 24, 75, 79, 88, 96, 97 and 136 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A subject to the modifications hereinafter expressed shall constitute the Regulations of the Company.

SHARES

3. The Company is a private company limited by shares and accordingly (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and (b) any allotment of or agreement to allot (whether for cash or otherwise), any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and generally on such terms and conditions as they think proper (subject to Section 15 of the Companies Act 1980), subject further to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount, except as provided by Section 21 of the Companies Act 1980. Sub-section (1) of Section 17 of the Companies Act 1980 shall be excluded from application to any such allotment.

5. Subject to the provisions of Section 45 of the Companies Act 1981 any shares may with the sanction of a special resolution be issued upon the terms that they are, or at the option of the Company, are liable to be redeemed.

6. The Company may purchase its own shares (including any redeemable shares) in accordance with and subject to the provisions of Sections 46 and 54 of the Companies Act 1981.

#### LIEN

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share.

#### TRANSFER AND TRANSMISSION OF SHARES

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

9. The Directors may, in their absolute discretion and without assigning any reason therefor or being required to answer interrogations in connection therewith, decline to register any transfer of any share, whether or not it is a fully paid share.

10. The proviso to Regulation 32 of Table A shall not apply to the Company.

#### GENERAL MEETING

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A.

12. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by a representative or proxy shall have one vote for every share held by him.

13. Subject to the provisions of the Companies Acts, a resolution in writing signed or approved by letter, telex or cable by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the members or their attorneys, and signature in the case of a body corporate which is a member shall be sufficient if made by a Director or its duly appointed attorney. Regulation 73A of Table A shall not apply.



14. The words "including power, when personally present, to vote on a show of hands and to demand or concur in demanding a poll" shall be inserted after the words "individual members of the Company" in the Article 74 of Table A.

#### DIRECTORS

15. (i) Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall be not less than two nor more than twelve.

(ii) Whilst Automobile Association Developments Limited is the registered holder of more than one-half of the issued share capital of the Company, the provisions of Regulations 89, 90, 91, 92, 93 and 95 of Table A shall be suspended and during such period of time the following Regulation shall apply:-

(iii) The Automobile Association Limited may at any time:-

(a) appoint any person to be a Director of the Company provided the total number of Directors shall not at any time exceed the number fixed in accordance with the Articles of the Company); and

(b) direct that any Director shall cease to be a Director of the Company.

And any such appointment or removal shall be effective immediately written notice of such appointment or removal signed by a Director or the Secretary for the time being of The Automobile Association Limited is delivered at the registered office of the Company.

16. The words "in general meeting" shall be inserted after the words "unless the Company" in Regulation 78 of Table A.

17. So long as all the shares in the Company are held by Automobile Association Developments Limited or its nominees, and to the extent permitted by law, the matters to which the Directors of the Company are to have regard in the performance of their functions shall include the interests of the Members of the Automobile Association in general as well as the other interests to which by law they must have regard but the duty imposed by this Article on the Directors of the Company is owed by them to the Company (and the Company alone) and is to be enforceable in the same way as any other fiduciary duty owed to a company by its directors.

#### BORROWING POWERS

18. The proviso to Regulation 79 of Table A shall be omitted.

## DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:-
- (a) If, by notice in writing to the Company, he resigns the office of Director.
  - (b) If he ceases to be a Director by virtue of Section 182 of the Companies Act 1948.
  - (c) If he becomes bankrupt or enters into any arrangement with his creditors.
  - (d) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976.
  - (e) If he becomes of unsound mind.
  - (f) If he is removed from office by resolution to be duly passed under Section 184 of the Companies Act 1948; or
  - (g) If he is removed by a direction given under sub-clause (iii) of Article 15.
20. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained a particular age nor shall special notice be required of any resolution appointing or approving the appointment or re-appointment of such a Director or any notice be required to state the age of the person to whom such resolution relates.
21. Any Director who performs special services at the request or with the agreement of the Directors may receive such additional remuneration (whether by way of salary, fees or commission or otherwise) as the Directors may determine.

## ALTERNATE DIRECTORS

22. (1) A Director from time to time by notice in writing to the Company may nominate, with the prior approval of the majority of the other Directors of the Company, any person to act as an alternate Director in his place at any meeting of the Directors at which he is unable to be present or otherwise during his absence, and at his discretion may remove such alternate Director. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the majority of the co-directors of the Director by whom he was appointed. An alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents but shall not be entitled to any remuneration from the Company.

(2) If the Director making such appointment as aforesaid shall cease to be a Director otherwise than by resigning at and being re-elected at one and the same meeting, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

#### POWERS OF DIRECTORS

23. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply. A Director directly or indirectly interested in any contract or other matter shall, subject to the declaration of his interest in accordance with Section 199 of the Companies Act 1948 as amended by the Companies Act 1980, count towards a quorum at any meeting of the Directors at which the same is considered and may vote thereon and his vote if cast shall be counted.

#### EXECUTIVE DIRECTORS

24. The Directors may from time to time appoint one or more of their body to any executive office or employment in the Company for such period and on such terms as they think fit and may revoke such appointment without prejudice to any rights of compensation arising under the terms of any agreement entered into in any particular case. Subject to the terms of any such agreement, the appointment of any such Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. A Director appointed to any executive office or employment as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or pension or otherwise howsoever whether similar to the foregoing or not as the Directors may determine. Regulations 107 and 108 of Table A shall not apply.

#### PROCEEDINGS OF DIRECTORS

25. A resolution in writing signed or approved by letter, telex or cable by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed or approved by one or more of the Directors. For the purposes of this Article, the signature or approval of an alternate Director shall suffice in lieu of the signature or approval of the Director appointing him. Regulation 106 of Table A shall not apply.

#### NOTICES

26. A notice or other document may be served by the Company on any member either personally or by sending it by first-class post to him or his registered address except that, where any member is registered with an address outside the United Kingdom, the Company shall serve notices upon such members by airmail post or by telex or by cable as the Company may consider appropriate, and the first sentence of Regulation 131 of Table A shall be deemed to be modified accordingly.

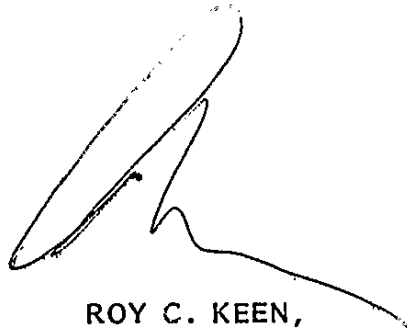
## INDEMNITY

27. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Companies Act 1948.

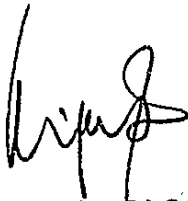
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NAMES AND ADDRESSES OF SUBSCRIBERS

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

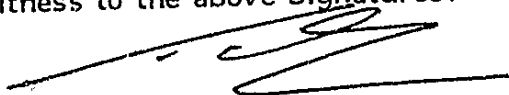


NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

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Dated the 1st day of July, 1985.

Witness to the above Signatures:-

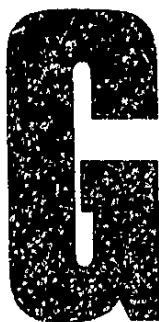


J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

THE COMPANIES ACTS 1948 TO 1981

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

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



Please do not write in this binding margin

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

\*delete if inappropriate

To the Registrar of Companies

For official use

1936707 / 18

Name of Company

EMPLOYEE BENEFITS SERVICES

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



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

Number of continuation sheets attached (see note 1)

Presenter's name, address and 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, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 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 (note 2) are as follows:

<b>Name (note 3)</b> Roy Charles Keen	<b>Business occupation</b> Company Director
<b>Previous name(s) (note 3)</b>	<b>Nationality</b> English
<b>Address (note 4)</b> 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	<b>Date of birth (where applicable)</b> (note 6)
<b>Other directorships†</b>  The London Law Agency Limited West's Printing Works Limited	
I hereby consent to act as director of the company named on page 1	
<b>Signature</b>	<b>Date</b> 11 JUL 1985 ✓

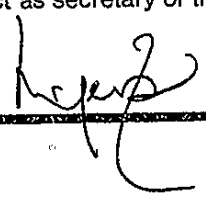
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**Important**  
The particulars to be given are those referred to in section 21 (2) (a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981.

† enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

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:

<b>Name (notes 3 &amp; 7)</b> Nigel Leonard Blood	
<b>Previous name(s) (note 3)</b>	
<b>Address (notes 4 &amp; 7)</b> 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	
I hereby consent to act as secretary of the company named on page 1	
<b>Signature</b> 	<b>Date</b> 1 JUL 1985 ✓

**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.

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

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

Agents for and on behalf of the Company  
The London Law Agency Limited

**Signature**

Director

[Agent] **Date**

1 JUL 1985 ✓

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1936707

I hereby certify that

EMPLOYEE BENEFITS SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

6TH AUGUST 1985

A handwritten signature in cursive script, appearing to read 'Mrs C Israfi'.

MRS C ISRAFI

an authorised officer





03  
No. 1936707 / 10.

The Companies Act 1985  
COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION  
of  
EMPLOYEE BENEFITS SERVICES LIMITED

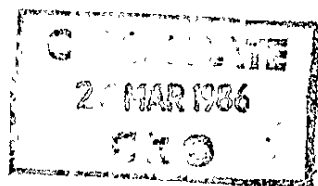
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Passed on the 17th March 1986

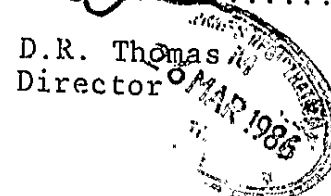
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At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Fanum House, Basingstoke, Hampshire, RG21 2EA on 17th March 1986, the following Resolution was duly passed as a Special Resolution:

"IT WAS RESOLVED THAT, the Company having satisfied the provisions of section 252 of the Companies Act 1985, relating to dormant companies, the company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act".



  
D.R. Thomas  
Director



**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period**

**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

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1936707
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Name of company

\* EMPLOYEE BENEFITS SERVICES LIMITED

\* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
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**Note**

Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	1	1	2	1	9	8	7
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The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

Signed R.A. Menzies Designation: Secretary Date 3 September 1987

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

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

R.A. Menzies, Esq.,  
The Secretary,  
Fanum House,  
BASINGSTOKE,  
Hampshire,  
RG21 2EA.

For official Use  
General Section

Post room

1936707


EMPLOYEE BENEFITS SERVICES LIMITED


Elective Resolution of Shareholders of the Company  
pursuant to Section 379A of the Companies Act 1985 (The  
Act).

It is hereby unanimously resolved:-

1. THAT, pursuant to Section 252 of the Act, the Company hereby dispenses with the laying of accounts before the Company in general meeting;
2. THAT, pursuant to Section 366A of the Act, the Company hereby dispenses with the holding of annual general meetings; and
3. THAT, pursuant to Section 386 of the Act, the Company hereby dispenses with the obligation to appoint auditors annually.

Dated: 18th December 1991

  
.....  
For and on behalf of  
AUTOMOBILE ASSOCIATION DEVELOPMENTS LIMITED

  
.....  
For and on behalf of DRIVE PUBLICATIONS LIMITED

Certified a true copy

C.J. Skeen, Secretary  
18.12.91



