

No. 398742/51

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

21-6-74  
MSP.

Memorandum of Association

OF

"ROYAL BLUE" TRANSPORT COMPANY

LIMITED

1. The name of the Company is "ROYAL BLUE" TRANSPORT COMPANY 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 acquire and take over as a going concern the businesses of an Omnibus and Coach Proprietor, Haulage Contractor and Coal Coke Sand and Ballast Merchant carried on by Edward Church at Pytchley in the County of Northampton and all or any of the assets and liabilities thereof and for that purpose to enter into and carry into effect with such modifications whether before or after execution as may be agreed upon the Agreement mentioned in Article 3 of the Articles of Association of the Company.

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To carry on the business or businesses of Admiralty, War Office Government and General Haulage and Transport Contractors of every description, Motor Carriers, Garage Proprietors, Motor Engineers, Motor Cycle, Motor Car and Motor Tractor Manufacturers, Agents and Dealers, Metal and Alloy makers, Wood and Timber Merchants, Coal and Coke Merchants, Sand Gravel Loom and Ballast Merchants, Braziers, Welders, Blacksmiths, Whitesmiths, Japanners, Enamellers, Cellulose Workers, Motor Car and Motor Cab Proprietors, Jobmasters, Mechanical and Electrical Engineers,

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Manufacturers of and dealers in Electric Motors, Dynamos, Magnets, Accumulators and Batteries, Manufacturers of and Dealers in Cables, Ropes, Wires, Electrical Fittings and Wireless Apparatus, Oils, Lubricants, Motor Spirits, Petrol, Benzol and Accessories, Merchants and Dealers, Builders, Painters, Decorators, Upholsterers, Vulcanisers, Solid and Pneumatic Tyre Manufacturers, Agents, Merchants, Factors and Fitters, Motor Omnibus, Charabanc and Coach Proprietors, Carriers of Passengers, goods and merchandise, Agents for Railway, Motor Coach, Theatre and other Tickets, Boat Proprietors and Contractors generally, Proprietors of Ships and Boats, Aeroplanes, Seaplanes, Flying Boats, and Aircraft generally, however propelled, Carriers of Passengers, Goods, Live Stock, and Mails by Air, Sea and Land, and to inaugurate and carry on Transport Services, Bus Routes, Tours and Excursions, Warehousemen, Furniture Removers, Wharfingers, Barge Owners, Importers, Forwarding Agents, Proprietors of General Service Stations for all Supplies, Accessories and Spare Parts used in connection with the Motor Transport and Vehicle industry, 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 carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.

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- (h) To enter into partnership or joint venture agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
  - (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
  - (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
  - (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
  - (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
  - (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
  - (n) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
  - (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
  - (p) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
  - (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers

or potential customers and to promote or take part in competitions, displays and exhibitions.

- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £20000 divided into 2000 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

*Handwritten signature* DIRECTOR

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THE COMPANIES ACT, 1929.

CERTIFICATION

COMPANY LIMITED BY SHARES.

Articles of Association

DATED 21-6-74

P.P. JORDAN & SONS LIMITED

MJP.

OF

" ROYAL BLUE " TRANSPORT COMPANY

LIMITED

PRELIMINARY

1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 66, 69, 72, 85, 101, 104 and 107 of Table A shall not apply to the Company.

3. The Company shall forthwith enter into an Agreement with Edward Church of Pytchley in the County of Northampton in the terms of the draft, a copy whereof has for the purpose of identification been signed by the subscribers to the Memorandum of Association and the Directors shall carry the said Agreement into effect with such modifications either before or after the execution thereof as they shall from time to time in their absolute discretion think fit. The basis on which the Company is established is that the Company shall acquire the property comprised in the said Agreement on the terms and subject to the conditions therein contained subject to any such modifications as aforesaid.

PRIVATE COMPANY

4. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the

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employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

#### SHARES

5. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

6. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

7. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

8. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

9. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

#### PROCEEDINGS AT GENERAL MEETINGS

10. Subject to the provisions of Section 117 (2) of the Act, relating to special Resolutions, seven days'

notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members personally present shall be a quorum.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent of the paid up Capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### VOTES OF MEMBERS

13. On a show of hands every member present shall have one vote and upon a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

#### DIRECTORS

14. The number of Directors shall not be less than two or more than five and the first Directors shall be EDWARD CHURCH of 9, New Road, Pytchley, Omnibus Proprietor, and ELSIE MAY CHURCH of 9, New Road, Pytchley, wife of the said Edward Church, each of whom, shall, subject to the provisions of Article 18 hereof, hold the office of Director for life or until he or she elects to retire and shall not be subject to the provisions of Articles 73 to 75 inclusive and Article 69 of Table A.

<sup>15</sup>  
16. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

#### POWERS AND DUTIES OF DIRECTORS

<sup>16</sup>  
17. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

#### DISQUALIFICATION OF DIRECTORS

17/18. The office of a Director shall be vacated :-

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

<sup>18</sup> 19. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

<sup>19</sup> 20. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

<sup>20</sup> 21. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

#### PROCEDURE OF DIRECTORS

21/22. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.



<sup>22</sup>  
23. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls issue allot or forfeit shares borrow money or issue debentures) as they shall see fit.

INDEMNITY

<sup>23</sup>  
24. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES

<sup>24</sup>  
25. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.