

Company No. 319964

THE COMPANIES ACT 1929

AND

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

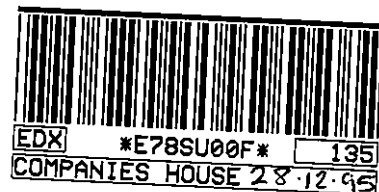
ARTICLES OF ASSOCIATION

OF

TUFFNELLS PARCELS EXPRESS LIMITED

(Incorporated on 26th October 1936)

(Reprinted to incorporate alterations effected  
on or before 19/12 1995)



Booth & Co.  
Leeds



Company No. 319964

THE COMPANIES ACT 1929

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ARTICLES OF ASSOCIATION

OF

TUFFNELLS PARCELS EXPRESS LIMITED

(Adopted on 13/12 1995)

PRELIMINARY AND INTERPRETATION

1 In these articles:

- (a) "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,
- (b) references to a "**regulation**" are to a regulation in Table A,
- (c) references to an "**article**" are to a provision of these articles, and
- (d) words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.





- 2 The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

### **SHARE CAPITAL**

- 3 The share capital of the Company is £1,091,800 divided into 1,091,800 ordinary shares of £1 each.
- 4 Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.
- 5 Section 89(1) of the Act shall not apply to the company.

### **LIEN**

- 6 The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

### **TRANSFER OF SHARES**

- 7 Subject to article 8, the directors may in their absolute discretion, and without giving any reason for so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.



8 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this article 8 (to the effect that any provision contained in this article 8 shall override any other provision of these articles):

- (a) the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
  - (i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.



## **NOTICE OF GENERAL MEETINGS**

- 9 Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 10 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.
- 11 An instrument appointing a proxy shall be valid and effective if it and any authority under which it is executed, or a copy of such authority certified in a manner approved by the directors, is presented at the meeting in respect of which the proxy has been appointed. Regulations 56 and 62 shall be modified accordingly.

## **VOTES OF MEMBERS**

- 12 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

## **DELEGATION OF DIRECTORS POWERS**

- 13 The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 14 Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may



from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

- 15 The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulations 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 16 Regulation 81(c) shall be amended to read as follows:

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

- 17 A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

#### **GRATUITIES AND PENSIONS**

- 18 The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any



director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

### **PROCEEDINGS OF DIRECTORS**

- 19 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.
- 20 If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

### **NOTICES**

- 21 Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of



the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

- 22 Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

### **INDEMNITY**

- 23 Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.