

Number of  
Company

Form No. 41.

# THE COMPANIES ACT, 1929.



A 5s.  
Compani's  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED  
11 JAN 1943

Insert the  
Name of the  
Company.

SCUNTHORPE HAULIERS  
LIMITED.

*Presented by*



The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,  
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, O.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

3. THOMAS HAWLEY STREET.

of 41 Park Square in the City of Leeds

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

Do solemnly and sincerely declare that I am (a) a Solicitor of the  
Supreme Court engaged in the formation

of SCUNTHORPE HAULIERS LIMITED

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."

Declared at 41 Park Square, Leeds

in the County of York

the 5th day of January 1943.

Before me,

Harold S. Plunkett

A Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

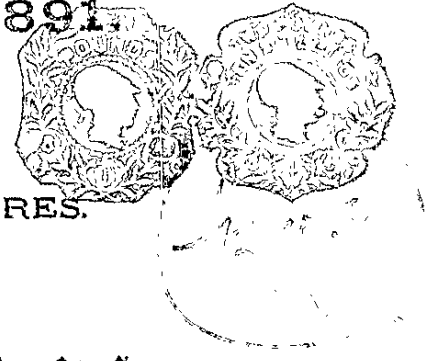
This margin is reserved for binding and should not be written across.

Number of  
Company

375624

Form No. 25.

**THE STAMP ACT 1891.**  
(54 & 55 VICT., (CH. 39.)



COMPANY LIMITED BY SHARES.

**Statement of the Nominal Capital**  
OF

SCUNTHORPE HAULIERS  
LIMITED.

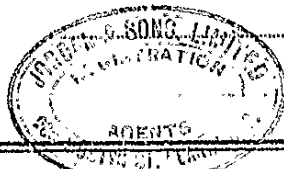
REGISTERED  
11 JAN 1943

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938,

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

*Presented by*



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,  
5 St. James's Square, Manchester, 2, 157 Hope Street, Glasgow, O.2.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

11086.17-1-40

[See Back.]

# THE NOMINAL CAPITAL

OF

SCUNTHORPE HAULIERS, Limited.

is £ 2,500, divided into 2,500 Ordinary

Shares of £1 each.

\*Signature W. Hildreth

Description A Signatory to the Memorandum  
and Articles of Association.

Dated the Fifth day of January 194 3.

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

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



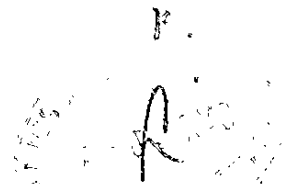
THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association  
OF  
**Scunthorpe Hauliers**  
LIMITED.

REGISTERED  
11 JAN 1945

1. The name of the Company is "SCUNTHORPE HAULIERS 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 businesses of haulage and removal contractors, motor omnibus and coach proprietors, public service vehicle operators, road service operators, owners, proprietors and operators of motor cars, motor lorries and other vehicles and vessels, and to carry on the business of transporting passengers and goods in all or any of its branches.
  - (b) To carry on all or any of the businesses of motor engineers and repairers, motor garage and/or factory proprietors, sellers and manufacturers of motor vehicles and accessories, and manufacturers, dealers and distributors of petrol, benzole and oils and to carry on the business of mechanical engineers in all its branches.
  - (c) To carry on business as builders and contractors, and to erect, build, and carry out building, public works, steelworks, drainage, road making and engineering operations of all kinds either on its own account or as agent or contractor for any other person or corporation.
  - (d) To carry on all or any of the businesses of coal and coke merchants, timber merchants and growers, saw-mill proprietors, dealers in limestone and other minerals, storekeepers, warehouse keepers, quarry masters, brick merchants and manufacturers, importers, exporters and insurance brokers, commission agents, colliery proprietors, wagon owners, coke and patent fuel manufacturers, ship owners, charterers of ships, warehousemen, wharfingers, barge owners, lightermen, forwarding agents, underwriters, smelters, ironmasters and steel makers, electrical engineers, ironfounders, tin-plate makers, metal wrights, refrigerators, ice merchants, provision merchants, manufacturing chemists, dye-makers, and manufacturers of chemicals and



merchants, distillers and general workers, and to buy, sell, manufacture and deal in goods, stores, articles, chattels and effects of all kinds and to transact every kind of agency business and generally to engage in any business or transaction which may seem to the Company directly or indirectly ~~or indirectly~~ conducive to its interests.

- (c) To manufacture, import, export, buy, sell, merchant and deal in repair, alter, improve, let or hire and exchange any vehicle, machinery, utensils, plant, accessories, tools, appliances, apparatus, fabrics, products, substances or materials of any description, and to sell by auction or otherwise on commission or otherwise any of the articles, substances or products before mentioned.
- (f) To acquire by purchase, lease, exchange, or otherwise, land, buildings, or hereditaments of any tenure or description, and any estate or interest therein, and any rights over or connected with land, and to turn the same to account as may seem expedient, and in particular by preparing building sites and by constructing, re-constructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, warehouses, shops, wharves, buildings, works, and conveniences of all kinds, and by consolidating or connecting or sub-dividing properties, and by leasing and disposing of the same.
- (g) To manage land, buildings, and other property situate as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and others, refreshments, attendance, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electrical conveniences, stables, garages, and other advantages.
- (h) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem, or pay off any such securities.
- (i) To advance and lend money to any person, firm or company either upon the security of assets of any kind or without security and upon such terms as may be arranged.
- (j) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (k) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (vi) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, work, exercise, grant rights and privileges in respect of, or otherwise deal with all or any part of the funds, shares, stocks, securities, property and rights belonging to or acquired by the Company.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (n) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company either 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 as may be thought expedient.
- (r) 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 and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscriptions of any shares, debentures, debenture stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company, or of any company in which it is a holder of shares or interested, or their respective employes, or may be connected with any town or place where any such company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served any such company, or to the wives, children, or other relatives of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by any such company.
- (t) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(v) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the members is limited.

5. The share capital of the Company is £2,500, divided into 2,500 shares of One Pound each with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets, or otherwise, over any other shares, whether Deferred, Ordinary or Preference, and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the sub-division of a share, to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the shares resulting from such sub-division, but so that unless otherwise provided by the terms of issue of any shares any preferential or other special rights for the time being annexed to any class of shares shall not be affected or abrogated without the sanction of a separate meeting or the consent of the holders of shares of the class held or given pursuant to the Articles of Association of the Company for the time being.



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.
<i>Harold Littlewood</i> <i>334 Selby Road</i> <i>Whitwick Leeds</i> <i>Solicitors Clerk</i>	<i>One</i>
<i>Walter Hildreth</i> <i>80, North Mark Avenue</i> <i>Leeds</i> <i>Solicitors Clerk</i>	<i>One</i>

Dated the *5th* day of *January* 194*3*

Witness to the above signatures—

*A. H. Shafford*  
*Clerk to Simpson Carter & Co*  
*Solicitors*  
*Leeds, 1.*

378202

8



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

1943

## Articles of Association

OF

# Scunthorpe Hauliers LIMITED.

### PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.
- (b) Clauses 19, 45, 54, 64, 68, 69, 72 and 82 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

### PRIVATE COMPANY.

2. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, 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 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, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

## CAPITAL.

3. The initial Capital of the Company is £2,500, divided into 2,500 Ordinary Shares of £1 each.

## SHARES.

4. In Clause 2 of Table A the words " Ordinary Resolution " shall be substituted for the words " Special Resolution " where those words first occur.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 2, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. 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, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

## LIEN.

7. Clause 7 of Table A shall be modified by omitting therefrom the words " (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company "; and substituting therein in lieu of those words the words " (whether fully paid or not) for all moneys from time to time becoming due or payable to the Company by the registered holder of such shares."

## TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company to any person shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 2 or Article 9 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, 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 other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares in which the Company has a lien. 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, as required by Section 66 of the Companies Act, 1929.

9. (i) No transfer of a share shall be made to any person (whether a member of the Company or not) without the same being first offered to the Directors as herein provided.

- (ii) The person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share at the price fixed, or, at the option of the purchaser, at the fair value to be fixed in accordance with sub-clause (v) of this clause. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each share. The transfer notice shall not be revocable except with the sanction of the Directors.
- (iii) The Shares comprised in such transfer notice shall be offered by the Directors in the first instance to the holders of Ordinary Shares willing to purchase the same, in proportion, as nearly as circumstances permit, to the amount of Ordinary Shares held by them respectively and to the extent to which such shares are not accepted by the holders of Ordinary Shares they shall be offered by the Directors to such other person or persons as the Directors may deem it desirable to admit to membership.
- (iv) If the Company shall within the space of twenty-eight days after being served with such notice find a member, or other person as aforesaid, willing to purchase the share (hereinafter called the "purchasing member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound, upon payment of the fair value, to transfer the share to the purchasing member.
- (v) In case any difference arises between the proposing transferor and the proposing purchaser as to the fair value of a share, the Auditor for the time being of the Company or such other person as they shall agree, shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor or such other person shall be considered to be acting as an expert, and not as an arbitrator; and accordingly the Arbitration Acts, 1889 and 1934, shall not apply.
- (vi) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer in favour of the purchasing member who shall thereupon be registered as the holder of the share. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (vii) If the Company shall not within the space of twenty-eight days after being served with the transfer notice find a member, or other person as aforesaid, willing to purchase the shares and give notice in favour thereof, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Article 3 hereof, to sell and transfer the shares, or those not purchased, to any person and at any price.

### PROCEEDINGS AT GENERAL MEETINGS.

10. 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. Two members personally present shall be a quorum.

### VOTES OF MEMBERS.

11. On a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every Share held by him.

### DIRECTORS.

12. (1) The number of the Directors shall not be less than two nor exceed seven;

(2) The first Directors of the Company shall be appointed in writing by the subscribers of the Memorandum of Association.

(3) No share qualification shall be required of any Director.

13. The office of a Director shall be vacated—

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.

(3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office: Provided always that such special leave of absence shall be deemed to have been given to any Director whose absence from the meetings of the Directors shall have been occasioned by such Director's service in any branch of His Majesty's Forces in time of war or grave national emergency.

(4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.

(6) If he is found lunatic or becomes of unsound mind.

14. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

15. Subject as hereinafter mentioned, a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement), provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting

of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. A Director so interested, concerned or participating or entitled so to participate who has duly declared the nature of his interest in accordance with the provisions of this Article, shall be entitled to vote in respect of any such contract or arrangement and he shall be reckoned in estimating a quorum when any such contract arrangement or dealing is under consideration.

#### PROCEEDINGS OF DIRECTORS.

16. 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.

17. 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.

#### BORROWING POWERS.

18. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or by the issue at such price as they think fit of bonds, debentures, debenture stock or mortgages, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other ways as the Directors may think expedient.

#### CAPITALISATION OF PROFITS AND RESERVES.

19. Subject to any special rights or conditions attaching to any class of shares a General Meeting may direct capitalisation of the whole or any part of the profits for the time being of the Company or the whole or any part of the reserve fund of the Company, whether representing accumulations of profits of the Company or premiums received upon the issue of shares, debentures, or debenture stock or any sum carried to reserve as a result of the sale or re-valuation of or other accretion to the goodwill or assets of the Company or any part thereof (1) By the distribution among the holders of the Ordinary Shares of paid-up shares, debentures or debenture stock bonds or other obligations of the company, or (2) By the crediting of any Ordinary Shares of the Company which have been issued and are not fully paid up in proportion to the amounts paid or credited as paid thereon respectively with the whole or any part of the sums remaining unpaid thereon to the extent of the sums so capitalised, and the Directors shall give effect to such resolution and apply such portion of the profits or reserve fund as may be directed to be so capitalised for the purpose of making payment in full at par for the shares, debentures or debenture stock, bonds, or other obligations of the Company so distributed or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on such Ordinary Shares accordingly. Provided that no such distribution or payment shall be made unless recommended by the Directors and where any difficulty arises in regard to the distribution or payment the Directors may settle the same as they think expedient.

and in particular may issue fractional certificates and generally may make such arrangements for the acceptance, allotment and sale of such shares, debentures, debenture stock, bonds, obligations and fractional certificates and otherwise as they may think fit. In cases where some of the Ordinary Shares of the Company are fully paid and others are partly paid only such capitalisation may be effected by the distribution of further shares in respect of the fully-paid shares and by crediting the partly-paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully-paid shares and the partly-paid shares the sum so applied in the payment up of such further shares and in the diminution or extinguishment of the liability on the partly-paid shares shall be so applied *pro rata* in the proportion to the nominal amounts of the shares then already fully paid and the amount then already paid or credited as paid on the partly-paid shares. When required a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of Members participating in such distribution or whose shares shall be so credited as fully or partly paid, and such appointment shall be effective and the contract may provide for the acceptance by such Members of the shares to be allotted to them respectively or (as the case may be) of the sums so credited as paid on the Ordinary Shares then already held by them respectively in satisfaction of their claims in respect of the sum so capitalised.

#### INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

Harold Littlewood  
 334 Pelby Road  
 Whistons. Leeds  
 Solicitors' Clerk

Walter Wilkineth  
 88, North Park Avenue  
 Leeds  
 Solicitors Clerk.

---

Dated the 5th day of January, 1943

Witness to the above Signatures—

A. H. Shafford  
 Clerk to Simpson Antis No  
 Solicitors  
 Leeds, L.



CERTIFICATE OF INCORPORATION

[Duplicate for the file]

No.

378282/4

I HEREBY CERTIFY that

COMPUTER HANDBOOK LIMITED

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

Llandudno

Given under my hand at xxxxxxxx the eleventh

day of January

One  
Thousand Nine Hundred and forty-three.

Register of Companies.

*Pho*  
Certificate received by .....  
Date ..... 11:11:43 .....

INDISTINCT ORIGINAL

No. of Company: 378282

70  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

OF  
SCUNTHORPE HAULIERS LIMITED  
Passed on Friday 23rd May 1986

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at St. Vincent House, Normanby Road, Scunthorpe DN15 8QT on Friday 23rd May 1986 the following Resolution was duly passed as a SPECIAL RESOLUTION

RESOLUTION

That the provisions of the Memorandum of Association of the Company be altered by the insertion of the following sub clause to Clause 3 the new sub clause to be identified as sub clause "(j)" and the existing sub clauses lettered "(j)" to "(w)" inclusive be re-lettered "(k)" to "(x)" inclusive the new sub clause to read thus:-

- (j) "To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business".

The above RESOLUTION is certified as being a true copy of the Resolution passed at an Extraordinary General Meeting of the Company held on 23rd May 1986.

H.S. Watson  
H.S. WATSON  
Director

R.L. Hurst  
R.L. HURST  
Secretary

PRESENTED BY:-

Mr. R.L. Hurst,  
Company Secretary,  
Clugston Holdings Limited,  
St. Vincent House,  
Normanby Road,  
Scunthorpe,  
South Humberside.  
DN15 8QT



No. of Company 378282

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
SCUNTHORPE HAULIERS LIMITED  
(Passed on 20th June 1994)

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held at St. Vincent House, Normanby Road, Scunthorpe, South Humberside on Monday 20th June 1994, the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

"That pursuant to the provisions of Section 250 of the Companies Act 1985, no auditors be appointed by the Company".

The above RESOLUTION is certified as being a true copy of the Resolution passed at the Annual General Meeting of the Company held on Monday 20th June 1994.



J.A. HODGSON  
Secretary

PRESENTED BY:-

Mr. J.A. Hodgson,  
Company Secretary,  
Clugston Group Limited,  
St. Vincent House,  
Normanby Road,  
SCUNTHORPE,  
South Humberside.  
DN15 8QT



\*A01ZW3C5\*

A23 RECEIPT DATE: 29/07/94