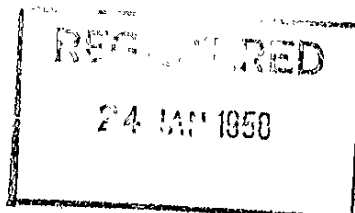


Number of  
Company } \_\_\_\_\_

551131

Form No. 41

# THE COMPANIES ACT 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

LEYDEN TRANSPORT  
LIMITED.

led by

London, Morley & Scott

52/54, High Holborn,

London, W.C.1.



The Solicitors' Law Stationery Society, Limited  
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, JAMES LEYDEN

of 90, SOUTHAMPTON ROAD, LONDON, N.W.5

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "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 person named in the Articles of Association

as a Director

of

(13)

LEYDEN TRANSPORT

Limited,

And that all the requirements of the Companies Act, 1948, 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 52/54 High Holborn  
in the County of London

the 15<sup>th</sup> day of January  
one thousand nine hundred and fifty-  
eight.

James Leyden

Before me,

J. Freeman

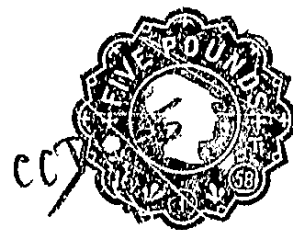
A Commissioner for Oaths [or Notary Public or  
Justice of the Peace]

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

# THE STAMP ACT 1891.

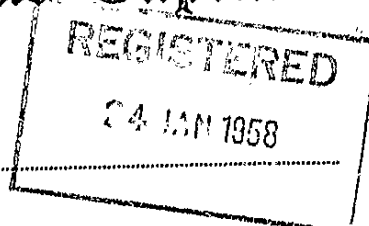
(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital

OF



LEYDEN TRANSPORT

LIMITED.

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 1933.

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

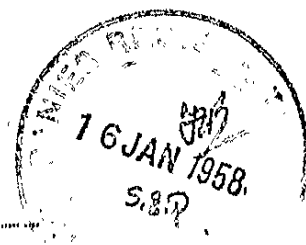
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Landan, Hawley & Scott,

52/54, High Holborn,

London, W.C.1.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

LEYDEN TRANSPORT Limited,

is £ 1,000, divided into:

1,000 Shares of ONE POUND each

Shares of \_\_\_\_\_ each

\*Signature John Leyden

Description Director

Dated the 15th day of January 1958

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*

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

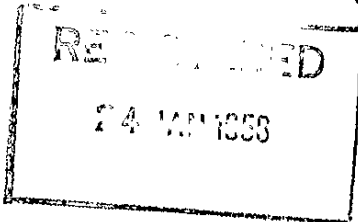


597757

The Companies Act, 1948.



COMPANY LIMITED BY SHARES.



**Memorandum of Association**  
OF  
**LEYDEN TRANSPORT**  
**LIMITED.**

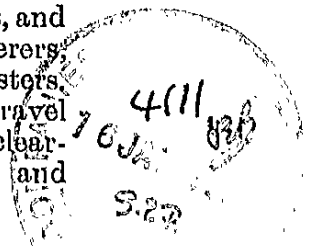
1. The name of the Company is "LEYDEN TRANSPORT LIMITED."

2. The registered office of the Company will be situate in England.

3. The Company is established for the following objects :—

- (1.) To carry on business as contractors and agents for the haulage and carriage of plant, machinery, equipment and building materials of all description, and to carry on business as caterers, proprietors of hotels, lightermen, and carriers of passengers and goods; railway, shipping, chartering, forwarding, and transport agents; stevedores, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers, machinery haulage specialists, warehousemen, engineers, electricians, and woodworkers; motor car, cab, omnibus, and coach proprietors; boat owners, amusement caterers, refreshment caterers, garage proprietors, and job masters. To establish and carry on a touring agency, travel bureau, and booking office, and to act as customs clearing agents, and to organise and conduct trips and excursions of all kinds.

23/1



- (2) To carry on business of any other kind, which may appear to the Company likely to be conveniently carried on in conjunction with the above or likely to be profitable to the Company.
- (3) To purchase or otherwise acquire all or any part of the property, business and liabilities of any company, society, firm or person suitable for the purpose of the Company, and to conduct or liquidate and wind up such business, and to pay for the same either in cash or in shares or securities of the Company, or otherwise as may be agreed.
- (4) To enter into any arrangement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- (5) To sell, dispose of, lease, transfer and/or otherwise deal with the business, property and undertaking of the Company or any part thereof in consideration of payment in cash, or in shares, or debentures, or upon such other terms or for such other consideration as to the Company shall seem fit.
- (6) To amalgamate with any other company having objects similar to those of the Company, either all or in part.
- (7) To rent, purchase, or otherwise acquire lands, buildings and hereditaments in England or elsewhere for the purposes of the Company, and to alter, refit and renew the same as may be desirable.
- (8) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or securities of the Company credited as paid up in full, or otherwise as may be deemed expedient. To indemnify members of the Company or other persons who undertake any liability on its behalf.
- (9) To lay down, construct, enlarge, alter and maintain any buildings, works, and machinery necessary or desirable for the Company's business.

- (10) To apply for, and obtain, by purchase or otherwise any patents, patent rights, trade-marks, names, copy-rights, licences, or privileges for, or in any way relating to all or any of the objects aforesaid, and to grant licences for the use of, sale, letting or to otherwise deal with the same.
- (11) To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of the Company, or for any other purpose likely to benefit the Company.
- (12) To lend or otherwise invest the monies of the Company not immediately required either with or without security and in such manner other than in the shares of the Company as shall from time to time be determined.
- (13) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- (14) To draw, accept, endorse, discount, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (15) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company, and to pay interest on the paid-up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works constructed or carried out by the Company.
- (16) To obtain or borrow money, either with or without security, and by the issue of debentures or debenture stock, and to secure the repayment of any money by mortgage or other charge upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.
- (17) To insure any servant of the Company against death or accident.
- (18) To provide medical attendance for and grant pensions, gratuities or charitable aid to any persons who have served the Company or to their relatives, to make payments towards insurance and to form and contribute to provident and benefit funds for their benefit.

- (19) To do all other things that are incidental or may be conducive to the attainment of the above objects or any of them.
- (20) Upon a distribution of assets or division of profits, to distribute among the members in specie any property of the Company.
- (21) To pay all the costs and expenses of and preliminary and incidental to the promotion, formation, and registration hereof or not.

And it is hereby declared that each of the objects hereinbefore mentioned shall wherever and in so far as the context and subject admit be regarded as an independent object, and in no wise shall be limited or restricted by reference to or inference from the name of the Company or any other paragraph or otherwise howsoever.

4. The liability of the members is limited. ✓

5. The Authorised Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each. ✓

The Company has power to increase, reduce, consolidate or sub-divide the capital. Subject to the rights contained in Clause 4 of Table A in the First Schedule to the Companies Act 1948, any unissued shares and any shares in any new capital may be issued by the Company with any special or preferential rights and privileges or subject to any special terms or conditions, and either with or without any special designation, and any such right, privilege, term, condition or designation of or relating to the original or any new capital may from time to time be modified or abrogated in accordance with the regulations for the time being of the Company.



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 to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>John Leyden</i> <i>93 Blackstock Rd</i> <i>Finchbury Park NW4</i> <i>Public works contractor</i>	<i>one</i>
<i>James Leyden</i> <i>90 Southampton Row NW5</i> <i>Public works contractor</i>	<i>one</i>

Dated the *15th* day of *January*, 1958.

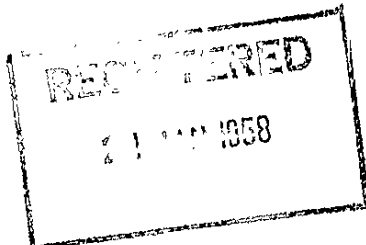
Witness to all the above signatures—

*Gordon Walter Matthews*  
*20. Raglan Court,*  
*Empire Way,*  
*Wembley, Middlesex.*

*Clark*

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



## Articles of Association

OF

# LEYDEN TRANSPORT

LIMITED.

### PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A (Parts 1 and 2) in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A ") shall apply to the Company.

2. Clauses 11, 24, 53, 58, 68, 75, 79, 88, 99 and 127, of Part 1 of Table A shall not apply to the Company, and in lieu thereof the clauses hereinafter contained dealing with the respective subject-matters dealt with in such clauses shall be applicable.

3. The Directors may pay out of capital, or any other monies of the Company for the time being in its hands, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

4. The Directors may also pay all or any expenses that have been incurred as authorised by the Memorandum of Association.

### PRIVATE COMPANY.

5. The Company is a "Private Company" within the meaning of Section 28 of the Companies Act, 1948, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of the members of the Company (exclusive of persons in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were, while in such employment, and have continued after the determination of such 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.

### SHARES.

6. 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, and provided that no shares shall be issued at a discount, except as provided by the Companies Act 1948, Section 57. The Directors shall have power to give to any person the call of any shares either at par or at a premium and for such time as the Directors think fit.

7. 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 conditionally, for any shares in the Company, provided that the commission does not exceed 10 per cent. on such shares, and such commission may be paid in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 53 of the Companies Act, 1948, to be filed shall be duly filed before the payment of any such commission and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Section 124 of the same Act.

### LIEN.

8. The Company shall have a first and paramount lien and charge on all shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for all monies due to the Company from such member or his estate, either alone or jointly with any other person, whether a member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends or other monies payable in respect thereof.

## PROCEEDINGS AT GENERAL MEETINGS.

9. 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 at least two members or by the holders in person or by proxy of not less than one twentieth part of the share capital of the Company then issued, 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 book of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution. Except where a General Meeting is required to be held by the Companies Act, 1948 a resolution in writing, signed by all the members of the Company, shall be as valid and effectual as if it had been passed at a meeting of the members duly called and constituted.

## VOTES OF MEMBERS.

10. The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorized.

Except with the leave of the Chairman of the Meeting, no person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as proxy for a corporation, but a proxy for a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act as a proxy except for the corporation which appoints him.

11. No act or event revoking an instrument appointing a proxy, or under which a proxy is appointed, shall affect the validity of any vote given in pursuance thereof prior to written notice of such act or event having been received by the Company.

## DIRECTORS.

12. Unless and until determined by the Company in General Meeting the number of the Directors may be one and shall not be more than seven.

13. The first Directors of the Company shall be John Leyden and James Leyden.

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## POWERS AND DUTIES OF DIRECTORS.

14. The Directors from time to time, and at any time, may delegate to any Managing Director, Manager, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made on such terms and subject to such conditions, including power to sub-delegate, as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

15. A Director may with the approval of the other Directors of the Company appoint any person to be an alternate or substitute Director and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of Meetings of the Directors and to attend and vote thereat accordingly and he shall vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this Clause shall be effected by notice in writing under the hand of the Director making the same.

16. The Directors may raise or borrow from time to time at their discretion money to any amount for the purposes of the Company and may secure repayment by debenture or mortgage by bill of exchange or by any other security of the Company.

17. Any premium received upon the issue of shares may be treated as the revenue of the Company for the year in which the issue is made.

## DISQUALIFICATION OF DIRECTORS.

18. 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, 1948, Section 182 or 185.
- (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 Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he become bankrupt.
- (5) If he becomes prohibited from being a Director by reason of any order made under the Companies Act, 1948, Section 188.
- (6) If he is found a lunatic or becomes of unsound mind.

19. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise nor shall any such contract nor any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, and any such Director shall be at liberty to vote either at a meeting of Directors or at any General Meeting of the Company in respect of any contract or arrangement in which he is so interested as aforesaid. The nature of the interest of any Director in any such contract or transaction shall be disclosed by him in manner prescribed by the Companies Act, 1948, Section 199.

#### ROTATION OF DIRECTORS.

20. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

#### PROCEEDINGS OF DIRECTORS.

21. A resolution in writing signed by every Director shall be as valid and effective as a resolution of the Board duly passed at a meeting thereof.

22. The Directors may from time to time fix the quorum necessary for the transaction of the business of the Directors and unless so fixed two shall be a quorum. When however the Company has only one Director, such Director may transact any business notwithstanding the foregoing.

#### SECRETARY.

23. The Secretary of the Company shall be appointed by the Directors of the Company. Subject to the provision of Sections 177 and 178 of the Act, the Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary, for the time being of the Company, and any person so appointed shall, while so acting, be deemed the Secretary of the Company.

#### NOTICES.

24. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him posted up in the registered office of the Company shall be deemed to be well served on him at the date of such posting.

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## INDEMNITY.

25. Every Director, Manager or Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Officer or Auditor 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 in which relief is granted to him by the Court.

26. No Director or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by any error or judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his own dishonesty or unless the Companies Act, 1948, shall have provided to the contrary.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*John Leyden*  
*93 Blackstock Rd*  
*Finchbury Park NW4*  
*Public works contractor*

*James Leyden*  
*90 Southampton Rd*  
*NW 5*  
*Public works contractor*

---

Dated the *15th* day of *January*, 1958.

Witness to all the above signatures—

*Barnes Walter Matthews*  
*20, Raglan Court,*  
*Empire Way,*  
*Wembley, Middlesex.*  
*Clerk*

DUPLICATE FOR THE FILE

No. 597757



## Certificate of Incorporation

I Hereby Certify That

LEYDEN TRANSPORT LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Twenty-fourth day of  
January One Thousand Nine Hundred and Fifty eight.

*L. R. (ang) f. 14*  
Registrar of Companies

Certificate  
received by

}

*Post*

Date 24/1/58