

ASKHAM MOTOR SERVICES LIMITED

Company No 624333

At an Extraordinary General Meeting of the above named company, duly convened, and held at the offices of Askham Motor Services Limited, Askham, Penrith on the 11th day of April 1989, the following Special Resolutions were duly passed.

Special Resolutions

That the Articles of Association of the Company be altered as follows:

1. By inserting in the place of Regulation 15 the following regulation:

"The shareholding qualification for Directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required."

2. By adding after Regulation 17 the following Regulation which shall be numbered 18.

"(a) No Director (other than Associate Directors) shall be required to retire by rotation and clauses 89 to 95 (inclusive) and clause 97 of Part 1 of Table A shall not apply to the Company.

(b) No person shall be appointed a Director or Associate Director at any General Meeting unless either:

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that

22 APR 1989

M

28

his appointment does not cause the number of Directors to exceed any number determined in accordance with Regulation 11."

3. By renumbering existing Regulation 18 to Regulation 19.

4. By adding after Regulation 19 the following Regulations to be numbered as below, which said Regulations shall appear under the heading Associate Directors:

"20. The Directors may from time to time and at any time appoint any person, firm, or company, to be an Associate Director. The following provisions shall apply to any person, firm or company appointed an Associate Director, that is to say

- (a) The Directors of the Company shall be entitled to define and limit the powers, authorities and discretions of an Associate Director, and the Associate Director shall have such powers, authorities and duties as the Directors may in the particular case from time to time determine.
- (b) An Associate Director shall not be deemed to be a member of the Board or of any committee of the Company, nor shall he be a Director for any of the purposes of the Company's Articles of Association or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Companies Act 1985.
- (c) An Associate Director shall not attend Board meetings except at the invitation of the Board.
- (d) When present at Board meetings by invitation, an Associate Director shall not be entitled to vote on any matter, nor shall he be counted in the quorum.
- (e) An Associate Director shall not be entitled to call for production of either the management or audited accounts of the Company, or for any financial information in relation thereto.
- (f) An Associate Director shall not (save in the discretion of the Directors) be entitled to claim any fees, expenses or remuneration of any kind whatsoever for his services as Associate Director.

(g) Any appointment as an Associate Director may be terminated forthwith by the Directors at any time and shall ipso facto terminate forthwith if an Associate Director who is an employee of the Company ceases to be an employee of the Company for any reason or from any cause whatsoever.

21. All Associate Directors (if any) shall offer their retirement from office at every Annual General Meeting of the Company following their appointment."

Dated this 11th day of April 1989

  
.....  
Chairman