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JSMS LIMITED

NEW ARTICLES OF ASSOCIATION




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commercial law

The Hollinwood Business Centre
Albert Street, Hollinwood,
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No. of Company : 01161040

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

JSMS LIMITED

(Amended by Special Resolution passed on 29th July 2010)

1. PRELIMINARY

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (Table A) apply to JSMS Limited (the Company) except in so far as they are excluded or varied by these articles.
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 1.3 Regulations 50, 64, 65, 66, 89, 94 and 118 of Table A do not apply to the Company.
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.

2. INTERPRETATION

In these Articles:

2.1 unless the context otherwise requires:

the "**Act**" means the Companies Act 2006 (as amended from time to time);

"**Alternate Director**" means, an additional Director, who shall not serve for more than one Board Meeting without the approval of the Board, appointed in writing by a previously appointed Director who is not physically able to attend a Board meeting due to incapacity or ill health;

"**Board**" the board of directors of the Company (or any duly authorised committee thereof) from time to time;

"**Chairman**" means the Chairman of the Board who shall be Howard Martin Dixon whilst he remains a director of the Company or his duly appointed alternate director

"**Direct Group**" means the Company and its subsidiaries (if any) from time to time, and any company of which the Company is itself a subsidiary from time to time, and references to "**Direct Group Company**" shall be construed accordingly (and for the purposes of this Agreement, the term "subsidiary" shall have the meaning ascribed thereto in section 736 of the Companies Act 1975); provided that, for the purposes of ascertaining whether a company is a subsidiary of any other company, then any special voting rights attaching to any shares in such company shall be ignored, and it shall be assumed that all shares in such company rank pari passu in all respects;

"**Ordinary Shares**" means the ordinary shares of £1 each in the capital of the Company having the rights and obligations set out herein;

"Representatives" means, in relation to a member who is an individual, any person or persons who have become entitled to his Shares in consequence of his death, bankruptcy or mental incapacity;

"Share" means any share in the capital of the Company of whatever class from time to time;

"Shareholder" any holder of any Share from time to time;

"Shareholders Agreement" means the agreement to be dated on or around the August 2008 between (1) JSMS Holdings Limited (2) JSMS Group Limited (3) JSMS Site Management Services Limited (4) the Company (5) JSMS Projects Limited (6) JSMS Mechanical Handling Limited (7) Gearard Boyle (8) Steven Matthews (9) Howard Dixon (10) David Arthur Read and (11) Ian Gatley as amended or varied from time to time in accordance with the provisions thereof.

- 2.2 words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them;
- 2.3 unless otherwise specified, words importing the singular include the plural, words importing any gender include every gender and words importing persons include bodies corporate and unincorporate; and (in each case) vice versa;
- 2.4 reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted;
- 2.5 the headings in these Articles are for convenience only and shall not affect their meaning.

3. SHARE CAPITAL

The authorised share capital of the Company at the date of adoption of these Articles is £250,000 00 divided into 250,000 Ordinary Shares of £1. The issued share capital at the date of adoption of these Articles is 249,724 Ordinary Shares.

4. ALTERATION OF CAPITAL

- 4.1 The Company may from time to time by ordinary resolution increase its authorised share capital by such sum, to be divided into shares of such amounts, as the resolution prescribes.

5. DIRECTORS

- 5.1 The number of directors shall, unless otherwise determined by ordinary resolution, not be subject to any maximum but shall not be less than two in number.
- 5.2 A director (other than an Alternate Director) may appoint any other director or any other person whomsoever, to be an Alternative Director and may remove from office an Alternate Director so appointed.
- 5.3 A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.
- 5.4 Any director who is appointed an Alternate Director shall be entitled to receive notice of all meetings of directors, to attend and vote at any such meeting on behalf of the director so appointing him in addition to being entitled to vote in his own capacity as a director and shall also be considered as two directors for the purpose of making a quorum of directors unless he is the only individual present, but he shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director.
- 5.5 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit Any two directors shall

constitute a quorum and a quorum of directors must be present throughout all meetings of the Board; provided that for so long as Howard Martin Dixon shall be a director and shall hold any Ordinary Shares in any Direct Group Company no meeting of the Board shall be quorate unless Howard Martin Dixon or his duly appointed Alternate Director is present throughout such meeting.

- 5.6 Save with the unanimous agreement of the Board, until such time as the audited balance sheet of the Company no longer shows net liabilities the directors shall be the Chairman (or a replacement director nominated by the Chairman to take his place), Steven Gordon Matthews and Ian Charles Cross or any of their duly appointed Alternate Directors.
- 5.7 If within half an hour from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present for a period exceeding 10 minutes, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Directors present may decide and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Director or Directors present shall constitute a quorum.
- 5.8 The directors shall not be subject to retirement by rotation.
- 5.9 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement or proposed transaction or arrangement with the Company may vote in respect of any such transaction or arrangement or proposed transaction or arrangement or any matter arising thereout and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such transaction or arrangement or proposed transaction or arrangement shall come before the board of directors for consideration and may retain for his

own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

- 5.10 All or any of the members of the Board may participate in a meeting of the Board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

6 REPRESENTATIVES.

These Articles shall be binding upon and (except as otherwise provided herein) shall enure for the benefit of each member's Representatives.

7. INDEMNITY

Subject to the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and Regulation 118 shall not apply to the Company.