

# Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



Please complete legibly, preferably in block type, or bold block lettering

Use full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ]

1654321

Name of Company

FABB GROUP TRANSPORT LIMITED ✓

I, PETER CHARLES SCALFF

of 24 FOREGATE STREET

WORCESTER

WR1 1DN

1 Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am A SOLICITOR OF THE SUPREME COURT ENGAGED IN THE FORMATION of FABB GROUP TRANSPORT LIMITED ✓

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 42 Foregate Street  
Worcester

Signature of Declarant

the 4<sup>th</sup> day of June

One thousand nine hundred and eighty two

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths ☒ Commissioner for Oaths

Presenter's name, address and reference (if any):

**Peter Scalff & Co.**  
Solicitors  
24 Foregate Street  
Worcester WR1 1DN  
Tel. (0905) 27505/6

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New companies section

Post room



THE COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY SHARES

ACCEPT UNSTAMPED £ 50  
NC/CH 17546  
SIGNED *[Signature]*  
DATE 9.7.82

1654321/3

MEMORANDUM OF ASSOCIATION

of

FABB GROUP TRANSPORT LIMITED

1. The name of the company is FABB GROUP TRANSPORT 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 business as carriers of passengers livestock other animals and goods, as shipping chartering forwarding and transport agents; as stevedores, wharfingers, carmen, carting contractors and agents; cargo superintendents; packers and hauliers; as warehousemen and proprietors of warehouses; and as coach and other vehicle proprietors, garage proprietors, engineers and electricians

(b) to carry on any other trade or business which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or the general business of the company

(c) to purchase take on lease or in exchange hire or otherwise acquire and to hold for any estate or interest any lands or buildings easements rights privileges concessions patents patent rights licences secret processes machinery plant stock in trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof



(d) to erect construct lay down enlarge alter and maintain any roads railways tramways sidings bridges reservoirs shops stores factories buildings works plant and machinery: necessary or convenient for the Company's business and to contribute to or subsidise the erection constructions and maintenance of any of the above.

(e) to borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(f) to mortgage and charge the undertaking and all or any of the real or personal property and assets present or future and all or any of the uncalled capital for the time being of the company and to issue at par or at a premium or discount and for such consideration and with such rights powers and privileges as may be thought fit debentures or debenture stock: either permanent or redeemable or repayable and collaterally or further to secure any securities of the company by a trust deed or other assurance.

(g) to make advances to customers and others with or without security and upon such terms as the company may approve and to guarantee the liabilities obligations and contracts of customers and others and the dividends interest and capital of the shares stocks or securities of any company of or in which this company is a member or is otherwise interested.

(h) to receive money on deposit or loan upon such terms as the company may approve and generally to act as bankers for customers and others.

(i) to grant pensions allowances gratuities and bonuses to officers or ex officers employees or ex employees of the company or its predecessors in business or the dependants of such persons and to establish and support or to aid in the establishment and support of any schools and any educational scientific literary religious or charitable institutions or trade societies whether such institutions or societies be solely connected with the business carried on by the company or its predecessors in business or not and to institute and maintain any club or other establishment or benefit fund or profit sharing scheme calculated to advance the interest of the company or of the officers or persons employed by the company.

(j) to draw make accept endorse negotiate discount and execute promissory notes bills of exchange and other negotiable instruments.

- (k) to invest and deal with the moneys of the company not immediately required for the purposes of the business of the company in or upon such investments and in such manner as may from time to time be determined.
- (l) to pay for any property or rights acquired by the company either in cash or fully or partly paid up shares with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.
- (m) to accept payment for any property or rights sold or otherwise disposed of or dealt with by the company either in cash by instalments or otherwise or in fully or partly paid up shares or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation or partly in one mode and partly in another and generally on such terms as the company may determine and to hold dispose of or otherwise deal with any shares stock or securities so acquired.
- (n) to amalgamate with or enter into any partnership or arrangement for sharing profits union of interests reciprocal concession or co-operation with any company firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company and to acquire hold sell deal with or dispose of any shares stocks or securities of or other interests in any such company and to guarantee the contracts or liabilities of subsidiary or otherwise assist any such company.
- (o) to purchase or otherwise acquire take over and undertake all or any part of the business property liabilities and transactions of any person firm or company carrying on any business which this company is authorised to carry on or the carrying on of which is calculated to benefit this company or to advance its interests or possessed of property suitable for the purposes of the company.
- (p) to sell improve manage develop turn to account exchange let on rent royalty share of profits or otherwise grant licences easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.

(q) to distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law



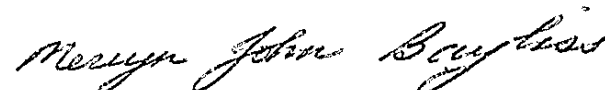

(r) to do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents trustees sub-contractors or otherwise

(s) to do all such things as are incidental or conducive to the above objects or any of them

4. The liability of the members is limited

5. The share capital of the company is £10,000 divided into 10,000 shares of £1 each

WE the several persons whose names and addresses 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
 PETER CHARLES SCAIFF 24 Foregate Street Worcester WRI IDN Solicitor	 ONE
 MERVYN JOHN BAYLISS 24 Foregate Street Worcester WRI IDN Solicitor	 ONE

DATED the 4th day of June 1982


WITNESS to the above signatures:

VERITY HELENE BLACKMAN

24 Foregate Street

Worcester WRI IDN

Secretary



THE COMPANIES ACT 1948 to 1981

NO:

1654321 / 6

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

FABB GROUP TRANSPORT LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Table A of the First Schedule of the Companies Act 1948 (hereinafter referred to as "Table A Part I") shall apply to the company
2. In regulation I of Table A, Part I., between the words "regulations" and "the Act" in the first two lines the words "and in any Articles adopting the same" shall be inserted
3. Regulations 3 5 24 44 60 71 75 77 79 88 89 90 91 92 94 96 97 and 136 of Table A shall not apply to the company but the Articles hereinafter contained and the remaining regulations of Table A, Part I., subject to the modifications hereinafter expressed shall constitute the regulations of the company

SHARES

4. The shares shall be at the disposal of the directors who may allot or otherwise dispose of them and to the provisions of the next following Article, 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 section 57 of the Act
5. Unless otherwise determined by the company in General Meeting any original shares for the time being unissued and any new shares from time to time created shall, before they are issued, be offered to the members. Such offer shall be made by notice

specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these Articles dispose of the same in such manner as they think most beneficial to the company. The directors may, in like manner, dispose of any such new or original shares as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided.

6. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

#### ALTERATION OF CAPITAL

7. The authorised Share Capital of the company may only be increased by a Special Resolution which may provide for an increase of such amount and to be divided into shares of such amount as the Special Resolution shall prescribe.

8. The company may purchase its own shares (including any redeemable shares) in accordance with and subject to section 46 of the Companies Act 1981.

9. Subject to sections 55 to 62 of the said Act of 1981 the company may make payment in respect of the redemption or purchase under sections 45 or 46 of that Act or any of its own shares otherwise than out of its distributed profits or the proceeds of a fresh issue of shares in accordance with and subject to section 54 of the said Act.

#### LIEN

10. In regulation II of Table A Part I the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.



## TRANSFER OF SHARES

11(i) Every member who desires to transfer any share or shares (hereinafter called "the vendor") shall give to the company notice in writing of such desire (hereinafter called the "transfer notice"). Subject as hereinafter mentioned a transfer notice shall constitute the company the vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") in one or more lots at the discretion of the directors to the members other than the vendor at a price to be agreed upon by the vendor and the directors acting unanimously, or, in the case of difference, at the price determined and fixed by an independent chartered accountant acting as an expert and not as an arbitrator (such accountant to be selected and appointed by agreement between the directors acting unanimously and the vendor and in default of such agreement on the application of either party to the President for the time being of the Institute of Chartered Accountants of England and Wales) as being the fair value thereof as between a willing buyer and a willing seller, ignoring all discounts in respect of minority interests.

(ii) If an independent chartered accountant is asked to certify the fair price as aforesaid, the company shall, as soon as it receives the auditor's certificate furnish a certified copy thereof to the vendor and the vendor shall be entitled, by notice in writing given to the company within ten days of the service upon him of the said certified copy, to cancel the company's authority to sell the said shares. The cost of obtaining the said certificate shall be borne by the company unless the vendor shall give notice of cancellation as aforesaid, in which case he shall bear the cost.

(iii) Upon the price being fixed as aforesaid and provided the vendor shall not give notice of cancellation as aforesaid and provided the vendor shall forthwith by notice in writing inform each member other than the vendor of the number and price of the said shares and invite each such member to apply in writing to the company within fifty six days of the date of despatch of the notice (which date shall be specified herein) for such maximum number of shares (being all or any thereof) as he shall specify in such application.

(iv) If the said members shall within the said period of fifty six days apply for all or (except where the transfer notice provides otherwise) any of the said shares the directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata

(as nearly as possible) according to the number of shares in the company of which they are registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid and the company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty eight days after the date of the allocation notice) at which the sale of the shares so allocated shall be completed.

(v) The vendor shall be bound to transfer the shares comprised in the allocation notice to the purchasers named therein at the time and place therein specified and if he shall fail to do so, the Chairman of the company or some other person appointed by the directors shall be deemed to have been appointed Attorney of the vendor with full power to execute complete and deliver, in the name of and on behalf of the vendor, transfer of the shares to the purchasers thereof against payment of the price to the company. On payment of the price to the company the purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the purchasers shall be entitled to insist upon his name being entered in the Register of Members as the holder by transfer of the shares. The company shall forthwith pay the price into a separate bank account in the company's name and shall hold such price in trust for the vendor.

(vi) During the six months following the expiry of the said period of fifty six days referred to in paragraph (iii) of this regulation the vendor shall be at liberty to transfer to any person and at a price per share not less than that fixed aforesaid any share not allocated by the directors in the allocation notice and the transferee thereof shall be entitled to insist upon his name being entered in the Register of Members as the holder by transfer of the shares.

(vii) Share of a deceased member may be transferred to his personal representatives and shares standing in the name of the Trustees of any deceased member may be transferred upon any change of Trustees to the Trustees for the time being of such Will.

(viii) The directors may refuse to register any transfer of a share where the company has a lien on the share and shall refuse to register any transfer of a share if the rights of pre-emption hereinbefore conferred have not been exhausted.

#### TRANSMISSION OF SHARES

12. The proviso to regulation 32 of Table A Part I shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

13. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A Part I.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A Part I.

15. Notwithstanding anything to the contrary contained in the regulations of the company if and so long as the whole of the votes attached to all the shares of the company carrying voting rights are not capable of being cast by reason of the death of a member and as a result thereof some person but for the provisions of this regulation would have voting control of the company the total number of votes capable of being cast by such person on a poll being taken shall be so reduced as to equal the total number of votes then capable of being cast by the remaining member or members of the company capable of voting.

#### BORROWING POWERS

16. The directors may exercise all powers of the company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the company or of any third party.

#### DIRECTORS

17. Unless and until otherwise determined by the company in General Meeting the number of directors shall be not less than two nor more than three.

18. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the company or at any separate meeting of the holders of any class of shares of the company.

#### POWERS AND DUTIES OF DIRECTORS

19. A director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A Part I which paragraphs shall not apply to the company.

#### DISQUALIFICATION OF DIRECTORS

20. The office of a director shall be vacated:

- (i) if by notice in writing to the company he resigns the office of director
- (ii) if he ceased to be a director by virtue of section 182 of the Act.
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors
- (iv) if he is prohibited from being a director by an order made under any of the provisions of section 184 of the Act
- (v) if he becomes of unsound mind
- (vi) if he is removed from office by a resolution duly passed under section 164 of the Act

21. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### PROCEEDINGS OF DIRECTORS

22. Notice of a meeting of directors shall be given to every director whether or not he is present in the United Kingdom and Regulation 98 of Part I of Table A shall be construed accordingly.

23. In regulation 98 of Part I of Table A the sentence "In case of an equality of votes, the chairman shall have a second casting vote" shall be omitted.

24. A director may from time to time by notice in writing to the company appoint any person approved by his co directors to act as an alternative director at any meeting of the Board from which he is himself absent and may in like manner remove any person so appointed from office. An alternate director so appointed may also be removed from his office by notice in writing to the company given by the co directors of the director by whom he was appointed. An alternate director appointed under this Article

shall not be required to hold any qualification or be entitled to any remuneration from the company but he shall be entitled while holding office as such to receive notice of meetings of directors and to attend and vote thereat in place of and in the absence of the director appointing him.

25. The directors may from time to time appoint to the office of Executive Director any employee of the company. An Executive Director shall have such duties and power as the directors may from time to time determine and shall not be required to hold any share qualification. An Executive Director shall not be entitled to notice of nor to attend at meetings of the directors except in cases where the directors resolve that his presence is required and he shall not vote on any resolution submitted to a meeting of the directors other than a resolution on which the meeting decides that he shall be allowed to vote. The appointment of an Executive Director shall not constitute him as a director within the meaning of the word "Director" as defined in the Companies Act 1948 to 1980 or for the purposes of Table A of these Articles and he shall remain, at all times and in all respects, subject to the control of the Directors and he may at anytime be removed or suspended from office by the Directors.

#### ACCOUNTS

26. In regulation 127 of Table A Part I the words "and shall only have effect subject and without prejudice to the provisions of section 158 (I)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

#### INFORMATION

27. The directors may at anytime require any person whose name is entered on the Register of Members of the Company to furnish them with any information supported (if the directors so require) by Statutory Declaration which they may consider necessary for the purpose of determining whether or not the company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

#### WINDING UP

28. In regulation 135 of Table A Part 7. the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

29. 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 which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 under section 448 of the Act in which relief is granted to him by the Court, 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 section 205 of the Act.

NAMES ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

*Peter Charles Scaiff*

PETER CHARLES SCAIFF

24 Foregate Street

Worcester WRI IDN

Solicitor

*Mervyn John Bayliss*

MERVYN JOHN BAYLISS

24 Foregate Street

Worcester WRI IDN

Solicitor

DATED the *4th* day of *June* 1982

WITNESS to the above signatures:

*Verity Helene Blackman*

VERITY HELENE BLACKMAN

24 Foregate Street

Worcester WRI IDN

Secretary

# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

# 1

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

Company number

1654321

Name of Company

FABB GROUP TRANSPORT

Limited\*

The intended situation of the registered office of the company on incorporation is as stated below

STEEL HOUSE

BRETTELL LANE

BRIERLEY HILL

WEST MIDLANDS

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

PETER SCAIFF & CO

24 FOREGATE STREET

WORCESTER WRI 1DN

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's name, address and reference (if any):

**Peter Scaiff & Co.**  
Solicitors  
24 Foregate Street  
Worcester. WRI 1DN  
Tel. (0905) 27505/6

For official use  
General section

Post room





The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
PETER CHARLES SCAIFF	SOLICITOR
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
7 CROMWELL CRESCENT WORCESTER WR5 2JW	Date of birth (where applicable) (note 6)
	N/A
Particulars of other directorships (note 5)	
BELMAR LIMITED	
I hereby consent to act as director of the company named on page 1	
Signature <i>Peter Sciaiff</i>	Date 4.6.82

Name (note 2)	Business occupation
MERVYN JOHN BAYLISS	SOLICITOR
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
"THE CLOSE" STATION ROAD	Date of birth (where applicable) (note 6)
HARVINGTON EVEHSAM WORCESTERSHIRE	N/A
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <i>MJB Bayliss</i>	Date 4.6.82

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin



### Important

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
PETER CHARLES SCAIFF	
Former name(s) (note 3)	
Address (notes 4 & 7)	
7 CROMWELL CRESCENT	
WORCESTER WR5 2JW	
I hereby consent to act as secretary of the company named on page 1	
Signature <i>Peter Sciff</i>	Date 4.6.82 ✓

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature *Peter Sciff* [Subscriber] [Agent]† Date 4.6.82

Signature *My Bayliss* [Subscriber] [Agent]† Date 4.6.82

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## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1654321

I hereby certify that

FABB GROUP TRANSPORT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the 27TH JULY 1982

A handwritten signature in dark ink, appearing to read 'E. J. Jones', written over a horizontal line.

Assistant Registrar of Companies