

Company no 0170539<sup>5</sup>

**The Companies Act 1985  
Company Limited by Shares  
Special Resolutions**

**of**

**Courier Facilities Limited**

Passed the *NINTH* day of *MAY* 2005

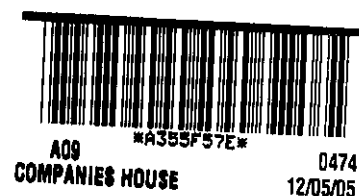
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:

**RESOLUTIONS**

1. That the draft regulations attached to this resolution be adopted as the Articles of Association of the Company in substitution for and the exclusion of all the existing Articles of Association.

C. A. Mather.

Chairman



**THE COMPANIES ACTS, 1948 TO 1981**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**COURIER FACILITIES LIMITED**

**PRELIMINARY**

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967 to 1981 (such part of such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby.

The following Regulations of Table A shall not apply to the Company: 3, 24, 64, 73A, 77, 79, 88-94 (inclusive), 106-109 (inclusive) and 131. In addition to the remaining Regulations of Table A as varied hereby, the following shall be the Regulations of the company.

**2. SHARES**

- (A) In Regulations 2 and 32 of Table A, the word 'ordinary' shall be deleted and 'special' be substituted for it.
- (B) The lien conferred by Regulation 11 of Table A shall be extended to apply to all shares (whether part or fully paid) registered in the name of any company or person indebted or under any liability to the Company, whether it is the sole registered holder of them or one of two or more joint holders, and shall be extended to the amount of its debt or liability.
- (C) The Directors are authorised for a period expiring five years from the date on which these Articles are adopted to exercise the power of the company generally and without conditions to allot relevant securities (as defined in the Companies Act 1980) up to a maximum amount of £10,000.
- (D) In this and the following Articles 'Member' means the company or companies who are an authorised user of the services provided by the Company and who abide with the terms and conditions to such services.

3. Subject to the provisions of Section 45 of the Companies Act 1981, any shares may with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the company [or the Member

holding any such shares] are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may be special resolution determine.

4. The Company shall have power to purchase its own shares (whether issued on the terms that they are, or are liable, to be redeemed or not) subject to the requirements of Sections 46 to 53 (inclusive) of the Companies Act 1981 and to redeem or purchase such shares out of capital subject to the provisions of Sections 54 to 58 (inclusive) of that Act.
5. For a period of five years commencing on 19<sup>th</sup> October 2004, the number of Members entitled to hold ordinary shares in the company shall be limited to 15 which, for the avoidance of doubt, shall include those Members holding shares in the Company as at 19<sup>th</sup> October 2004.
6. The lien conferred by Regulation 11 of Table A shall also attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

#### **7. TRANSFER AND TRANSMISSION OF SHARES**

- (A) The Shares of the Company shall only be allocated or transferred to a person, firm or company, who at the time of such allotment or transfer shall be or become a Member and who shall comply with any such written regulations and any conditions of admission to membership of the Company as the Company in General Meeting may from time to time deem it necessary to impose. So far as is reasonably practical the Shares of the Company will be held by the Members in equal amounts.
- (B) Subject to Sub-Article 6 (A) hereof the Shares shall be under the control of the Directors who, subject to the provision of Section 14 and Sections 17 to 19 (inclusive) of the Companies Act 1980 and any resolutions of the company in General Meeting passed pursuant thereto, may in their absolute discretion and without assigning any reason, decline to register any transfer of any Share, whether or not it is a fully paid share.
- (C) No shares may be transferred otherwise than in accordance with the following clauses of this regulation. Any transfer made or purported to be made otherwise than in accordance with this regulation shall have no effect between the parties to it.
- (D) If any Member of this Company ceases to use the services provided by the Company or where a Member goes into liquidation (unless solely for the purpose of amalgamation or reconstruction when solvent) or has an Administrative Receiver appointed or has an

Administration Order made in respect of it then it shall transfer its Shares in the Company to the Company or as the Company may direct.

- (E) The price to be paid on the transfer of every share under this article shall, unless by prior sanction of the company, given by a special resolution, be its nominal value.
  - (F) If the holder of Shares or any liquidator, receiver or administrative receiver appointed in respect of a holder refuses or neglects to transfer them in accordance with this Article within 28 days following a written request from or on behalf of the Company so to do, one of the Directors, duly nominated for that purpose by a Resolution of the Board shall be the Attorney of such holder, with full power on its behalf and in its name to execute, complete and deliver a transfer of such Shares to the company or as the Company may direct and the Company may give a good discharge for the purchase money and enter the name of the transferee or transferees of the said Shares in the Register of Members as the holder or holders thereof.
8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

## **9. PROCEEDINGS AT GENERAL MEETINGS**

Subject to the provisions of the Companies Act 1948 to 1981, a resolution in writing signed by all the members of the company who would be entitled to receive notice of and to attend and vote at a General Meeting, or by their duly appointed proxies or attorneys, shall be as valid and effectual as if it has been passed at a General Meeting of the company duly convened and held. Any such resolution may be contained in one document or in several documents in the same terms each signed by one or more of the Members or their proxies or attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative.

## **DIRECTORS**

10. Unless otherwise determined by ordinary resolution, the number of directors shall be no less than 4, but no more than the total number of Members holding ordinary shares in the Company at any time.
11. A director need not hold any share qualifications but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company and Regulation 134 of Table A shall be modified accordingly.

## **ROTATION OF DIRECTORS**

12. At every annual general meetings of the company all the directors shall retire from office.
13. A retiring Director shall be eligible for re-election.
14. The company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
15. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than seven nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected forthwith upon receipt of such notice the directors shall distribute copies thereof to all Members of the company.

## **BORROWING POWERS**

16. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to the provisions of Section 14 and Sections 17 to 19 (inclusive) of the Companies Act 1980 and any resolutions of the Company in general Meeting passed pursuant thereto 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.

## **POWERS AND DUTIES OF DIRECTORS**

17. A Director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (1), (2) and (4) of Regulation 84 of Table A shall not apply.

18. It shall not be necessary for Directors present at a meeting to sign their names in a book and Regulation 86 of Table A shall be modified accordingly.
19. The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any Company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any company which predecessors in business of the Company or any such subsidiary or associated company and the wives, widows, families or dependents of any such persons.

### **DISQUALIFICATION**

20. No Director shall vacate his office or be ineligible for appointment or re-appointment as a Director by reason only of his having attained any particular age, nor shall special notice be required of any resolution appointing or approving the appointment of such a Director or any notice be required to state the age of the person to whom such resolution.
21. The office of a Director shall be vacated if:-
  - (a) he is prohibited from being a director by an order made under section 188 of the Companies Act 1948 or under section 9 of the Insolvency Act 1976 (both as amended by the Companies Act 1981);
  - (b) he becomes bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors generally;
  - (c) he becomes of unsound mind;
  - (d) he absents himself from attendance at meetings of Directors continuously for six consecutive months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office;
  - (e) by notice in writing to the Company he resign his office; or
  - (f) he is removed by an Ordinary Resolution of the Company;
  - (g) any as provided by Regulation 96 of Table A.

22. In Regulations 95 and 97 respectively of Table A the second sentence thereof shall be deemed to be deleted.

### **PROCEEDINGS OF DIRECTORS**

23. A resolution in writing signed or approved by letter or telegram or telex by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the same terms each signed by one or more of the Directors.
24. Unless otherwise determined by Ordinary Resolution, the Quorum for the transaction of the business of the directors shall be fixed at 5 Directors one of whom will act as Chairman.
25. Unless otherwise determined by Ordinary Resolution, the Board of Directors shall only vote upon issues which have been notified to the Directors by way of an agreed agenda no less than 24 hours/2 business days prior to the Board Meeting.

### **ALTERNATE DIRECTORS**

26. Each Director shall have power by writing under his hand to nominate (1) any other director or (2) any person approved for that purpose by the Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, (provided that the alternate Director is an officer or employee of an existing member of the Company) and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

### **MANAGING DIRECTOR**

27. The directors may from time to time appoint one or more of their body to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement, a Managing director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to resignation and

removal as the other Directors of the Company but shall, whilst holding that office be subject to retirement by rotation and shall ipso facto and immediately cease to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company, if he ceased to hold the office of Director from any cause.

28. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management administration or conduct of the business of the company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits, sales or turnover of the company, or of any other company in which the company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependents, or by all or any of these modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any ordinary remuneration to which he may be entitled as a Director of the Company.

#### **NOTICES TO MEMBERS**

29. A notice may be given by the Company to any Member either personally or by sending it by prepaid first class post, telegram or telex to his registered address within the United Kingdom or to any other address within the United Kingdom supplied by him to the Company for the giving of notice to him. A properly addressed and prepaid notice sent by post shall be deemed to have been served in the case of notice of a meeting, at the expiry of 24 hours after the notice is posted and, in the case of notice of any other matter, at the time at which the notice would be delivered in the ordinary course of post. Where a notice is given by telex, service of the same shall be deemed to be effected at the same time as it is transmitted.

#### **INDEMNITY**

30. In addition to the indemnity contained in Regulation 136 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every Director, agent, auditor, secretary and other officer of the company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office.