

Company Number 03978346

FRIDAY



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RM 28/06/2013 #51
COMPANIES HOUSE

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FFASTFILL LIMITED

(Adopted by special resolution passed on 27 June 2013)

1. TABLE A

- 1.1 The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended before the adoption of these Articles (**Table A**) shall apply to the Company, except where the same are excluded or varied by or inconsistent with these Articles. No other regulations set out in any statute or statutory instrument concerning companies shall apply as regulations of the Company.

2. INTERPRETATION

In these Articles unless the context otherwise requires

an Address: in relation to electronic communications includes any number or address used for the purposes of such communications,

these Articles: means these Articles of Association in their present form or as from time to time altered,

Company: means FFastFill Limited,

Companies Act: means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

Director: means a director of the Company,

Member: means a member of the Company,

Register of Members: means a register of members of the Company in the form prescribed in section 113 of the Companies Act,

every reference in Table A to the Act shall be construed as if the reference were to the Companies Act,

any words or expressions defined in the Companies Act in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be),

where for any purposes an ordinary resolution of the Company is required, a special resolution shall also be effective

3. UNISSUED SHARE CAPITAL

- 3.1 Subject to the provisions of the Companies Act and these Articles and to any directions to the contrary which may be given by ordinary or other resolution of the

Company, the Directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act to exercise any power of the Company to

- (a) offer, allot or grant rights to subscribe for, or
- (b) convert securities into, or
- (c) otherwise deal in, or dispose of,

any unissued shares of the Company to any person, at such time and for such consideration and upon such terms conditions as the Directors may determine

3 2 The authority referred to in article 3 1

- (a) shall be limited to a maximum nominal amount of £1,000,
- (b) shall only apply insofar as the Company in general meeting has not renewed, waived or revoked it; and
- (c) may only be exercised for a period of five years commencing on the date on which these Articles are adopted, save that the Directors may make an offer or agreement which would, or might, require relevant securities to be allotted after the expiry of such authority (and the Directors may allot relevant securities in pursuance of an offer or agreement as if such authority had not expired)

3 3 This Article shall not apply to redeemable shares which shall be governed by the provisions of Article 4

3 4 In accordance with section 568 of the Act, sections 561 and 562 of the Act shall not apply

4. REDEEMABLE SHARES

4 1 Subject to the provisions of the Companies Act, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles Regulation 3 of Table A shall not apply

5 TRANSFER OF SHARES

5 1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share Regulation 24 of Table A shall not apply

6. NOTICE OF GENERAL MEETINGS

6 1 Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, *provided* that any Member may in writing or by electronic communication waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him

7. PROCEEDINGS AT GENERAL MEETINGS

7 1 At any general meeting a poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

8. VOTES OF MEMBERS

8 1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll, every Member shall have one vote for each share of which he is the holder Regulation 54 of Table A Shall not apply

8 2 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall, in the case of an appointment in writing, be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent by the Company in relation to the meeting) not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting or, in the case of an appointment contained in an electronic communication, where an address has been specified in

- (a) the notice convening the meeting, or
- (b) any instrument of proxy sent out by the Company in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 24 hours before the time for holding the meeting or adjourned meeting In default, the appointment shall not be treated as valid Regulation 62 of Table A shall not apply

9. ALTERNATE DIRECTORS

9 1 An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct and Regulation 66 of Table A shall be varied accordingly

10. THE SEAL

10 1 The Company may exercise all the powers conferred by the Companies Act with regard to having any official seal, or otherwise in relation to the execution of documents by the Company, and such powers shall be vested in the Directors Any document to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine and unless otherwise so determined shall be signed by a Director and by the Secretary or a second Director Any document to which an official seal is affixed or which is otherwise executed by the Company shall be delivered at such time, and in such manner, as the Directors may from time to time determine, and shall not be deemed to be delivered by the Company solely as a result of having been executed by the Company Regulation 101 of Table A shall not apply

11. DELEGATION OF DIRECTORS' POWERS

11 1 The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit The Directors may also entrust to or confer upon any Director any of the powers exercisable by them Any

such delegation may be made on such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and the Directors may from time to time revoke, withdraw later or vary all of any of such powers. Subject to such terms, conditions, or restrictions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

12. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 12.1 Without prejudice to any other provisions of or incorporated in these Articles governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board, or the Company in general meeting, or sent by electronic communication, at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an addition to the Directors or remove any Director from office howsoever appointed.
- 12.2 The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Directors. Any Director so appointed shall (subject to Regulation 81 of Table A and to the provisions of the Companies Act) hold office until he is removed pursuant to these Articles.
- 12.3 Regulations 73 to 80 (inclusive), Regulation 81(e) and the last sentence of Regulation 84 of Table A shall not apply.

13. DIRECTORS' GRATUITIES AND PENSIONS

- 13.1 The Directors on behalf of the Company may exercise all powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any persons including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit in kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

14. PROCEEDINGS OF DIRECTORS

- 14.1 The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be determined by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Notice of any meeting of the Directors may be given by any electronic communication. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom unless
- (a) he has given to the Company an address, whether within or outside the United Kingdom, at which notices can be served on him, or
 - (b) in the opinion of the Secretary or Director calling the meeting it is possible at the time notice is to be given to give him such notice by electronic communication and it will be possible for him to participate in the meeting by telephone or other communication equipment.

Meetings may be held in any part of the world

- 14 2 The quorum necessary for the transaction of the business of the Directors may be fixed by the directors and unless so fixed at any other number shall be two. An alternate Director shall, if his appointor is not present, be counted in the quorum. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Any Director who ceases to be a Director at a meeting of the Directors may continue to be present and act as a Director, and be counted in the quorum, until termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
- 14 3 A Director shall be treated as present in person at a meeting of the Directors notwithstanding that he is not physically present at the place where the meeting is held if he is in communication with the meeting by conference telephone or other communication equipment permits each person physically present at or so in communication with the meeting to hear and be heard by each other persons. Such Director shall be counted in the quorum of the meeting and shall be entitled to vote thereat.
- 14 4 Regulation 88-89 (inclusive) and 94-98 (inclusive) of Table A shall not apply.

15. DIRECTORS' INTERESTS

15 1 Directors' interests in relation to transactions or arrangements with the Company

The relevant provisions of the Companies Act (including, without limitation, sections 177 and 182 of the Companies Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the Company.

15 2 Directors' interests other than in relation to transactions or arrangements with the Company

- (a) If a situation (a **relevant situation**) arises in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does *not* arise in relation to a transaction or arrangement with the Company.

- (i) if the relevant situation arises from the appointment or proposed appointment of a person as a Director of the Company

(A) the Directors (other than the Director, and any other Director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or

(B) the Members (by ordinary resolution or by notice in writing given to the company by the holders of a majority of the shares),

may resolve to authorise the appointment of the Director and the relevant situation on such terms as they may determine,

- (ii) if the relevant situation arises in circumstances other than in paragraph 15 2(a)

- (A) the Directors (other than the Director and any other Director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution), or
- (B) the Members (by ordinary resolution or by notice in writing given to the company by the holders of a majority of the shares),

may resolve to authorise the relevant situation and the continuing performance by the Director of his duties on such terms as they may determine

- (b) Any reference in paragraph 15 2(a) to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- (c) Any terms determined by the Directors or the Members under paragraphs 15 2(a)(i) or 15 2(a)(ii) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the Directors or the Members and may include (without limitation)
 - (i) whether the interested Directors may vote (and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation,
 - (ii) the exclusion of the interested Directors from all information and discussion by the Company of the relevant situation, and
 - (iii) (without prejudice to the general obligations of confidentiality) the application to the interested Directors of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the relevant situation
- (d) Any authorisation given under paragraphs 15 2(a)(i) or 15 2(a)(ii) may be withdrawn by either the Directors or the Members by giving notice to the Director concerned
- (e) An interested Director must act in accordance with any terms determined by the Directors or the Members under paragraphs 15 2(a)(i) or 15 2(a)(ii)
- (f) Except as specified in paragraph 15 2(a), any proposal made to the Directors and any authorisation by the Directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the Directors in accordance with these Articles
- (g) Any authorisation of a relevant situation given by the Directors or the Members under paragraph 15 2(a) may provide that, where the interested Director obtains (other than through his position as a Director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence
- (h) (i) If the Directors make an authorisation under paragraph 15 2(a)(i) or 15 2(a)(ii), impose or vary the terms of an authorisation under paragraph 15 2(c), or withdraw an authorisation under paragraph 15 2(d), they shall, as soon as reasonably practicable, notify the Members of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms

(ii2) If the Members make an authorisation under paragraph 15.2(a)(i) or 15 2(a)(ii), impose or vary the terms of an authorisation under paragraph 15 2(c), or withdraw an authorisation under paragraph 15 2(d), they shall, as soon as reasonably practicable, notify the Directors of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms

- (i) (1) A Director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within paragraph 15 2(a)(i) or 15 2(a)(ii) to the other Directors and the Members

Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest

- (2) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made

16. NOTICES

- 16 1 Any notice or other document (including a share certificate or other document of title) may be served on or delivered to any Member by the Company either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address as appearing in the Register of Members, or by delivering it or leaving it at such registered address addressed as aforesaid, or (except for a share certificate or other document of title) by giving it using electronic communications to an address for the time being notified to the Company by the Member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the Register of Members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed to be duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document sent by first-class post shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put in the post. Any such notice or other document sent by an electronic communication shall be deemed to have been served 48 hours after the same was sent and proof that the same was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 112, 115 and 116 of Table A shall not apply

17. WINDING UP

- 17 1 If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may, with the authority of a special resolution and subject to any provision sanctioned in accordance with the Companies Act, divide among the Members *in specie* or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for that purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved but so that no contributory shall be compelled to accept any shares or other property in respect of

which there is a liability and the liquidator may make any provisions referred to in and sanctioned in accordance with the provisions of the Companies Act Regulation 117 of Table A shall not apply

18. INDEMNITY

- 18.1 Subject to the provisions of the Companies Act, the Company may purchase and maintain for any of the Company's Directors, alternate Directors, Auditors, Secretaries and other officers insurance against any liability which by virtue of any rule of law would otherwise attach to any such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and (whether or not any such insurance is effected) every such persons shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court Regulation 118 of Table A shall not apply.