

Company Number: 05059819

THE COMPANIES ACTS 1985 TO 1989
A PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
Lambert Kirk Limited

I being the sole shareholder of the entire issued share capital of the above Company hereby pass the following Written Resolutions as Special Resolutions pursuant to Section 381A Companies Act 1985.

1. That the authorised share capital of the Company be sub-divided into A shares and B shares by its reclassification into 500 A Shares of £1 each and 500 B Shares of £1 each (and for the avoidance of doubt that the one issued share be reclassified as an A share) each of which shall be issued on such terms and at such time or times as the board shall determine and which shall when issued have the rights attaching to them set out in the Company's new Articles of Association.
2. That the Articles of Association in the form of the draft produced to the meeting and initialled by the Chairman be and are adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association of the Company.
3. That the directors of the Company are generally and unconditionally authorised pursuant to Section 80 and notwithstanding Section 320 of the Companies Act 1985 to exercise all powers of the Company to allot 49 A shares and 50 B shares.



Duly authorised for and on behalf of Lambert Brothers Haulage Limited

21 April 2004



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

LAMBERT KIRK LIMITED

(“the Company”)

(as adopted by written resolution dated 21st April 2004)

TOLHURST FISHER



S O L I C I T O R S

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1. PRELIMINARY

- 1.1 The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies(A to F) Amendment Regulations 1985) ("Table A") shall apply to the Company except in so far as they are excluded or varied by or are inconsistent with these articles. The remaining regulations of Table A together with these articles constitute the articles of association of the Company.
- 1.2 Words and expressions defined in regulation 1 of Table A shall in these articles bear the meanings there ascribed to them unless the context otherwise requires.
- 1.3 Any reference in these articles to any provision of any statute or to any other legislative provision shall be deemed to include a reference to any statutory or other legislative modification or re-enactment of that provision from time to time in force.
- 1.4 The following words and expressions shall in these articles have the meanings set out or referred to opposite each respectively:
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| "the Act" | the Companies Act 1985; |
| "A Director" | any director appointed pursuant to article 9.1; |
| "A Share" | as defined in article 2; |
| "B Director" | any director appointed pursuant to article 9.2; |
| "B Share" | as defined in article 2; |
- 1.5 In these articles, where the context so permits, words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter and vice versa; words importing persons shall include bodies corporate, unincorporated associations and partnerships; the expression "paid up" shall mean paid up or credited as paid up.
- 1.6 The headings to the clauses and paragraphs are inserted for ease of reference only and shall not affect the construction or interpretation of these articles.
- 1.7 A reference in these articles to any transfer of any share in the Company shall mean the transfer of either or both of the legal and beneficial ownership in such share and/or the grant of an option to acquire either or both of such legal and beneficial ownership, and the following shall be deemed (but without limitation) to be a transfer of a share:
- 1.7.1 Any direction by way of renunciation, nomination or otherwise by a person entitled to an allotment of shares to the effect that such shares or any of them be allotted to some other person; and
- 1.7.2 Any sale or other disposition of any legal or equitable interest (including without limitation any voting right attached thereto) in any share.

2. **SHARE CAPITAL**

The authorised share capital at the date of adoption of these articles is £1,000 divided into 500 A Shares of £1 each (each an "A Share") and 500 B Shares of £1 each (each a "B Share") having respectively the rights and privileges set out in these articles. Except as provided in these articles, the A Shares and the B Shares shall rank pari passu in all respects.

3. **ALLOTMENT OF SHARES**

- 3.1 Subject as hereinafter provided, all shares shall be under the control of the directors, who may allot, grant options over or otherwise deal with or dispose of them to such persons, at such times and generally on such terms as they may think fit.
- 3.2 The directors are generally and unconditionally authorised, subject to the provisions of these articles and provided that no shares shall be issued at a discount, for the purposes of section 80 of the Act at any time or times during the period of five years from the date of adoption of these articles to allot relevant securities (as defined in section 80(2) of the Act) to such persons and generally on such terms as they may think fit; provided that the aggregate nominal value of relevant securities allotted pursuant to this authority shall not exceed £99.
- 3.3 The directors shall be entitled under the authority conferred by article 3.2 to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- 3.4 Subject to sections 80 and 80A of the Act, the authority hereby conferred may at any time be renewed, revoked or varied by ordinary resolution of the Company in general meeting.
- 3.5 Unless otherwise determined by special resolution, and subject to the following provisions of this article 3, any shares from time to time unissued shall, before they are issued, be offered to all the holders of shares in the Company at the date of the offer (other than any person to whom under article 9 shares may not be transferred) and, in the case of competition, shall be allotted to those accepting in proportion (as nearly as may be without involving fractions or allotting to any member a greater number of shares than the maximum number applied for by him) to the number of the existing shares of the relevant class held by them respectively and at the same price and on the same terms to each member in accordance with the following provisions of this article 3.
- 3.6 Any offer pursuant to article 3.5 ("the Offer") shall be of equal numbers of "A" Shares and "B" Shares which shall be offered at the same price, shall be made by notice in writing and shall specify:
 - 3.6.1 the number and class of shares offered;
 - 3.6.2 the price per share;
 - 3.6.3 the period limited for the acceptance of the Offer ("the Offer Period") which shall be not less than twenty-one and not more than thirty-five days; and

3.6.4 the manner in which the Offer may be accepted in accordance with article 3.7.

3.7 The Offer may be accepted by notice in writing by the member to the directors specifying the maximum number of shares which that member wishes to accept (which may be all the shares being offered or some smaller number). If the notice returned by the member fails to specify the number of shares which he wishes to accept, then, unless he shall within the Offer Period have submitted a further notice which does specify that number, he shall be deemed to have declined the Offer.

3.8 A valid acceptance of the Offer may not be withdrawn, and a member who validly accepts the Offer shall be obliged to subscribe for any shares allocated to him in accordance with these articles.

3.9 Any shares not accepted pursuant to article 3.7 or not capable of being offered except by way of fractions and any shares released from the provisions of this article by special resolution shall, subject to section 80 of the Act, be at the disposal of the directors as provided for by article 3.1; provided that, in the case of shares not accepted as aforesaid or not capable of being offered except by way of fractions, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members.

3.10 Section 89(1) and section 90 (1) to (6) of the Act shall not apply.

3.11 Notwithstanding any other provision of these articles, no share shall be issued to any infant or bankrupt or to any person of unsound mind, but shares may be issued to trustees for any infant or person of unsound mind.

4. **LIENS AND CALLS**

4.1 The lien conferred by regulation 8 of Table A shall attach also to fully paid up shares.

4.2 The Company shall also have a first and paramount lien on all shares (whether fully paid up or not) standing registered in the name of any person whether he is the sole registered holder thereof or is one of two or more joint holders, for all monies presently payable by him or his estate to the Company either alone or jointly with any other person and whether as a member or not. The Company's lien on a share shall extend to any dividend or other amount payable in respect thereof. Regulation 8 of Table A shall be modified accordingly.

4.3 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non payment".

5. **EXEMPTION**

The directors of the Company may at any time declare any share to be wholly or partly exempt from the provisions of article 8.

6. **CLASS RIGHTS**

If at any time the share capital is divided into different classes of share, the rights attached to any class of share may (unless otherwise provided by the terms of the issue of the shares of the relevant class) be varied with the consent in writing of the holders of at least three fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding personally or representing by proxy one third of the issued shares of the relevant class and that any holder of shares of the class present in person or by proxy may demand a poll. The special rights attached to the "A" Shares and the "B" Shares shall, notwithstanding any other provision of these articles, be deemed to be varied by the allotment and/or issue of any shares ranking *pari passu* with or in priority to the "A" Shares or the "B" Shares (as the case may be) as regards dividend, return of capital and/or voting rights.

7. GENERAL MEETINGS AND VOTING

- 7.1 Notices of and other communications relating to any general meeting which a member is entitled to receive shall be sent to the directors and to the auditors.
- 7.2 Regulation 40 of Table A shall not apply. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, one being the holder of A Shares (or the proxy for or, in the case of a member which is a corporation, the duly authorised representative of such a member) and one being the holder of B Shares (or to proxy for or, in the case of a member which is a corporation, the duly authorised representative of such a member), shall be a quorum.
- 7.3 Regulation 41 of Table A shall not apply. If a quorum is not present within half an hour from the time appointed for a general meeting, or if during a meeting a quorum ceases to be present, the general meeting shall be dissolved.
- 7.4 In regulation 46 of Table A, the words "one member having the right to vote thereat" shall be substituted for the words "at least two members".
- 7.5 In the case of a body corporate, the signature of a director or the secretary and, in the case of joint holders of a share, the signature of any one of such joint holders shall be sufficient for the purpose of passing resolutions in writing pursuant to regulation 53 of Table A or section 113 of the Companies Act 1989 or otherwise.
- 7.6 In the case of a body corporate, a director or the secretary shall be deemed to be a duly authorised representative for the purposes of regulation 54 of Table A.
- 7.7 An instrument appointing a proxy may, in the case of a body corporate, be signed on its behalf by a director or the secretary or by its duly appointed attorney or duly authorised representative.
- 7.8 The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.
- 7.9 The holders of "A" Shares and the holders of "B" Shares present (whether in person or by proxy or duly authorised representative) at any general meeting

shall, whatever their respective numbers whether on a show of hands or on a poll, be collectively entitled to the same number of votes, so that the number of votes cast by or on behalf of the holders of "A" Shares and the holders of "B" Shares respectively shall in all cases be equal.

8. **DIRECTORS AND ALTERNATE DIRECTORS**

- 8.1 A director shall not be required to hold any shares in the capital of the Company. A director who is not a shareholder in the Company shall nevertheless be entitled to attend and speak at any general meeting.
- 8.2 Regulations 65 to 69 (inclusive) of Table A shall not apply. The following provisions of this article 8.2 shall apply in relation to alternate directors:
- 8.2.1 Any director other than an alternate director may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. Every appointment and removal of an alternate director shall be in writing signed by the appointor and subject to any approval required shall, unless the directors otherwise agree, take effect only upon receipt of such written appointment or removal at the registered office.
- 8.2.2 An alternate director shall not be entitled merely by virtue of being an alternate director to receive any remuneration from the Company except that he may be paid by the Company such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 8.2.3 An alternate director shall, subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him, be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence and to receive notice of all general meetings, but it shall not be necessary to give notice of any such meeting to an alternate director who is at the relevant time absent from the United Kingdom.
- 8.2.4 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. The appointment of an alternate director shall automatically determine on the happening of any event which, if he were a director, would cause him to vacate such office.
- 8.3 A director or any such other person as is mentioned in article 8.2.1 may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director he represents in addition to his own vote, if he is a director, as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

- 8.4 Except as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

9. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 9.1 Any member or members holding a majority of the "A" Shares from time to time in issue may at any time appoint any two people to be A directors, whether as additional directors or to fill vacancies, (provided that such appointment does not cause the number of A directors to exceed the number of A directors permitted under these Articles) and may remove from office any directors so appointed.
- 9.2 Any member or members holding a majority of the "B" Shares from time to time in issue may at any time appoint any person to be a B director, whether as an additional director or to fill a vacancy, (provided that the appointment does cause the number of B directors to exceed the number of B directors permitted under these Articles) and may remove from office any director so appointed.
- 9.3 Any appointment or removal made pursuant to article 9.1 or article 9.2 shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by any director or the secretary thereof or by any person authorised by resolution of the directors or of any other governing body. Any such appointment or removal shall take effect only upon receipt of such written appointment or removal at the registered office. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.
- 9.4 The holders of A Shares and the holders of B Shares shall respectively ensure that, if for any reason there ceases to be any A Director or any B Director (as the case may be), another A Director or another B Director (as the case may be) is appointed forthwith.
- 9.5 Regulations 73 to 80 inclusive of Table A shall not apply, and the directors shall not be required to retire by rotation. Accordingly, the final sentence of regulation 84 of Table A shall not apply to the Company.
- 9.6 The words "in writing" shall be inserted after the words "by notice" in regulation 81(d) of Table A.
- 9.7 Any person may be appointed or elected a director, whatever 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.

10. **REMUNERATION OF DIRECTORS**

- 10.1 Without prejudice to any other provision of these articles, the directors (notwithstanding that all or some of them may be personally interested) may exercise all the powers (express or implied) of the Company relating to the establishment, maintenance, modification, discontinuance and/or winding-up of pension, life assurance, superannuation and/or health and disability funds, plans and schemes and of employees' share schemes and other share schemes.

11. **PROCEEDINGS OF DIRECTORS**

11.1 Regulation 64 of Table A shall not apply. The maximum and the minimum number of directors shall be four made up of two A Directors and two B Directors.

11.2 Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

The sentence:

"Notice of every meeting of directors shall be given to each director or his alternate, including without limitation directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom".

and by the deletion of the words: "In the case of an equality of votes, the chairman shall have a second or casting vote"

11.3 The quorum for the transaction of the business of the directors shall be two comprising one A Director and one B Director. Regulations 89 and 90 of Table A shall not apply.

11.4 Any director may participate in a meeting of directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear one another and participation in a meeting in this manner shall be deemed to constitute presence by such a person at such meeting.

11.5 A telex, cable, telegram/or facsimile approval of a circulated proposal shall rank as a signed document by a director for the purpose of constituting a written resolution within regulation 93 of Table A.

11.6 Regulations 94 to 97 inclusive of Table A shall not apply. A director may vote at any meeting of directors or of any committee of directors of which he is a member notwithstanding that it in any way concerns or relates to a matter in which he has any interest, directly or indirectly, (but shall nevertheless declare his interest whether or not there is an independent quorum of the board for him to declare it to), and, if he votes on such a resolution, his vote shall be counted; and, in relation to any such resolution (having so declared his interest), he shall, whether or not he votes (and provided he declares his interest), be taken into account in calculating the quorum present at the meeting.

12. **NOTICES**

12.1 Any notice to be given by or to any person pursuant to these articles shall be in writing.

12.2 A notice may be given to the Company or to any officer of the Company by leaving it at or by sending it by post in a prepaid envelope to the registered office.

13. **INDEMNITY**

Subject to the Act and so far as may be permitted by law, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against any and all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including without limitation 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. Regulation 118 of Table A shall not apply.