



THE COMPANIES ACT, 1948

621547

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

GEODIS WILSON UK LIMITED

~~DEREK GUPPY (TRANSPORTATION) LIMITED~~

SATURDAY



A47

COMPANIES HOUSE

724

REGISTERED

23 FEB 1959

1. The name of the Company is "~~DEREK GUPPY (TRANSPORTATION) LIMITED~~". "GEODIS WILSON UK LTD" ✓ *me*

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 shipping, forwarding and transport agents, shipowners, bargeowners, lightermen, and carriers of passengers and goods; railway, shipping, chartering and as stevedores, wharfingers, carmen, carting, contractors and agents, cargo superintendents, packers, hauliers, electricians, machinery haulage specialists, warehousemen, engineers, woodworkers: motor car, cab, omnibus and airplane and coach proprietors; boat owners, amusement caterers, refreshment caterers, hangar and garage proprietors, job masters and hirers of all forms of transport for carriage of passengers or goods whether on land, sea or in the air.

(1) To establish and carry on a touring agency, travel bureau, and booking office, to act as customs' clearing agents and to organise and conduct trips and excursions of all kinds.

WITHERBY & CO. LTD.
4, WARWICK COURT,
LONDON, W.C.1

COMPANIES REGISTRATION OFFICE
19 FEB 1959

REGISTERED
12 FEB 1959
11040

- (B) To carry on any other manufacture, business or trade which can or may be advantageously carried on in conjunction with the before mentioned trades or businesses or which may be calculated directly or indirectly to enhance the value of the Company's undertaking or property.
- (C) To purchase, hire, lease, take in exchange or on partition or otherwise acquire, construct, lay out, improve, erect, demolish and reconstruct, work, maintain, farm and develop any lands, factories, offices, shops, halls or places of recreation or other buildings, sports grounds, railways, wharves, docks, mines, minerals, roads, sewers, waterways or other easements or any rights or interests in relation thereto or any plant, machinery, stock-in-trade or any other real or personal property of any kind whatsoever or to co-operate with any other person or persons, firm or company in any of the matters aforesaid.
- (D) To purchase, apply for, or otherwise acquire, maintain, renew, develop, finance and otherwise exploit any patents or patent rights, licences, copyright options or other exclusive rights in relation to any invention or other work in any country whatsoever and to expend moneys of the Company in testing, experimenting upon, or improving any such invention or work.
- (E) To purchase or otherwise acquire any business or businesses which the Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.
- (F) To enter into agreements by way of amalgamation, partnership, sharing of profits or as to scope or area of operations restricting competition or mutual assistance or otherwise with any person, firm, company or group of persons, firms or companies carrying on or interested in any businesses hereby authorised or having objects wholly or in part similar to those of the Company.

- (G) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock, debentures or debenture stock or other securities or obligations of any other Company or otherwise.
- (H) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking or all or any of the assets of the Company including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.
- (I) To draw, accept, indorse, make, discount and negotiate bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
- (J) To pay for any property acquired by or services rendered to the Company in cash or by the issue either as fully or partly paid up of shares (whether with preferential, ordinary or deferred rights or otherwise), stock, debentures or debenture stock of the Company or by means of such other consideration as the Company may deem fit.
- (K) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
- (L) To lend money or give credit to any persons, firms, companies or corporations, including customers and others and to enter into and give guarantees for the due performance by any persons, firms, companies or corporations of his or their obligations and in either case with or without security.

- (M) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or license or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature government or other authority of any British Dominion, Colony or dependency or any foreign country or to oppose any act, charter, order or proceeding which the Company may deem prejudicial to its interests.
- (N) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any Company or Corporation having objects similar or ancillary to the objects of the Company or to promote, float or finance any such company or corporation or to join with others in so doing.
- (O) To apply for or accept from any Government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same and to agree to any modifications thereof from time to time.
- (P) To act as or to employ agents, trustees or brokers.
- (Q) To distribute among the members of the Company any of the assets of the Company or any shares, stocks or securities or property of which the Company shall have power to dispose.
- (R) To pay any person or company for services rendered in disposing of any shares, stocks or debentures, to pay any expenses incurred in or incidental to the promotion, formation or incorporation of the Company and to procure the Company to be registered or recognised in any other Country or place either within the British Empire or elsewhere.
- (S) To make donations to such persons and to subscribe to and support all kinds of associations which the Directors may decide to be calculated to benefit the Company or its trade or business or to benefit past, present or future

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 Description of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>Chalmers</i> ^{CHALMERS} 58, West End Avenue, Pinner, Middx.</p>	51
<p><i>Guthrie</i> ^{GUTHRIE} Company Director 16 Queens Court, Queens Rd, Kingston Hill, Surrey. Air Freight Sales Manager</p>	49

DATED this *16th* day of *January* 195*9*
WITNESS to the above Signatures :-

ED PETTIT

Pettit
17 Wadham Avenue,
London, E. 17.
Secretary

021547 /4



THE COMPANIES ACT, 1948



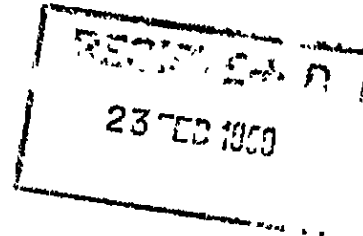
COMPANY LIMITED BY SHARES

Articles of Association

OF

GEODIS WILSON UK
~~DEREK SUPPLY (TRANSPORTATION)~~ LIMITED

me



PRELIMINARY

1. The Regulations contained in Part II of Table A in the first Schedule to the Companies Act 1948 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz:- Clauses 24, 53, 75, 79, 84(2), 84(4), 89, 90, 91 and 92 of Part I thereof and Clause 3 of Part II thereof.

2. The Company is a private Company within the meaning of Section 28 of the Act.

3. Subject to the provisions of the next succeeding Article as regards new shares created on an increase of capital, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.

4. Subject to any direction to the contrary that may be given by the Company in general meeting, all shares (other than the shares in the original capital of the Company) which it is determined to issue shall in the first instance be offered to the

members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

5. The original share capital of the Company is £100 divided into 100 Shares of £1. each.

6. The lien conferred by Clause 11 of Part I of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or shall be one of several joint holders. Clause 11 of Part I of Table A shall be varied accordingly.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES.

7. 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) to any person who is not already a member of the Company.

DEMAND FOR A POLL

8. Any one member present in person or by proxy at a General Meeting may demand a poll.

DIRECTORS

9. The number of Directors of the Company shall not be more than five or less than two. And the following person shall be the first Director of the Company, namely :- DEREK GUPPY.

WILLIAM

WAG

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

11. 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 to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

12. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested, or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

13. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director, that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84(3) of Part I of Table A.

ALTERNATE DIRECTORS.

14. (A) Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved, whether or not he is a member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of Meetings of Directors and, in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this clause shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(B) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(C) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

SECRETARY.

15. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clauses 110 and 111 of Part I of Table A shall apply to every such appointment.

Names, Addresses and Descriptions of
Subscribers.

A. Chalmers

58, West End Avenue,
Primer Quads

- Company Director

D. D. D.

16 Queens Ct.
Queens Rd.
Kingston Hill, Surrey.

Anti Freight Sales Manager.

DATED this *16th* day of *January* 1959.

WITNESS to the above Signatures :-

E. M. DETITT

E. M. Detitt

17 Wadham Avenue,

London, E. 17.

Secretary

Amendment made on 10/12/58 with
the full knowledge and consent of
the Directors

WITHERBY & CO. LTD.
4, WARWICK COURT.
LONDON. W.C.1.