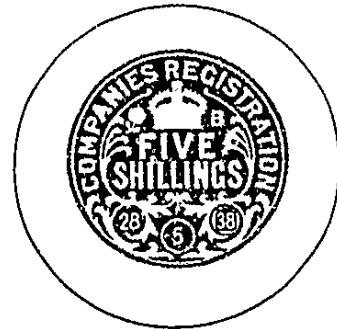


"THE COMPANIES ACT, 1929."



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the
Companies Act, 1929, made pursuant to S. 15 (2) of the said Act, on behalf

of a Company proposed to be registered as Co-ordinated

Traffic Services

LIMITED.

Presented for Registration by

Hamlin Grammer & Hamlin,

7, New Court, Carey Street, W. C. 2.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2
and 37, Surrey Street, Strand, London, W.C. 2

I CYRIL PAYNE CROFTS

of 20, York Road, Northampton

(Here insert either:
"Solicitor of the
Supreme Court en-
gaged in the forma-
tion,"

or
"A person named in
the Articles of
Association as a Direc-
tor (or Secretary)
whichever the case."

Do solemnly and sincerely declare that I am ("A person named in
the Articles of Association as a Director

22

of Co-ordinated Traffic Services

Limited,

and That all the requirements of the Companies Act, 1929, in respect
of matters precedent to the registration of the said Company 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 M. 7, New Court, Lincoln

In the County of London

On the 20th day of May

of thousand nine hundred and thirty eight

Before me,

Edmund H. Lee

A Commissioner for Oaths

Q. - August 1938

NOTE - This form is reserved for binding, and must not be written on.

THE NOMINAL CAPITAL

OF

Co-ordinated Traffic Services

LIMITED

is Twenty Thousand Pounds,

divided into Twenty Thousand Shares

of One Pound each.

Signature

H. A. Palmer

To be signed
by an Officer
of the Company.

Description

Director and Secretary

Dated the 20th day of May 1938

NOTE.—The company is registered in England, and has its principal office at 10, Abchurch Lane, London, E.C. 4.



1554

6 copies



THE COMPANIES ACT,

COMPANY LIMITED BY SHARES.

REGISTERED
30 MAY 1938

Memorandum of Association
— OF —
**CO-ORDINATED TRAFFIC SERVICES
LIMITED.**

1. The name of the Company is "CO-ORDINATED TRAFFIC SERVICES LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(1) (a) To carry on the business of hauliers, road transport, shipping and forwarding agents.

(b) To carry on the business of carriers by land and water. warehousemen, wharfingers, storekeepers, transport contractors, bonded carmen, bonded ship owners, dock owners, barge owners, lightermen, harbour masters, merchants, traders, importers and exporters of all kinds of goods, purveyors, insurance agents, insurance brokers, underwriters and insurers of ships, merchandise, goods, freight, and other property, and of dealers in articles, goods and chattels of every kind. Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance

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Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, and the Road Traffic Act, 1930,³⁴ ~~and the Air Navigation Act 1936 or~~ to re-insure any risks under any class of assurance business to which those Acts apply.

(c) To carry on the business of brokers and agents for the sale of goods of every description.

- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock-in-trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of

the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (8) Upon the issue of any shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by shares or options to take shares, or by debentures, debenture stock or other securities, persons subscribing for shares or procuring subscriptions for shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any colony, dependency or foreign state where the Company's operations are carried on in accordance with the laws of such colony, dependency or foreign state.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.

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- 126
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
 - (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
 - (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
 - (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
 - (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
 - (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
 - (22) To distribute any of the property of the Company among its Members in specie.
 - (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. The share capital of the Company is £20,000, divided into 20,000 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.
<i>Paul Payne Croft's</i> <i>20. York Road</i> <i>Northampton</i> <i>Transport Contractor.</i>	One
<i>Henry Arthur Palmer</i> <i>Oxgate Court,</i> <i>Oxgate Lane,</i> <i>Cricklewood, NW.2</i> <i>Transport Manager</i>	One

DATED this 20th day of *May*, 1938.

WITNESS to the above signatures

Octavius O. Hatfield

1 Bonafel Road

Harold Wood, Esq

Auctioneer & Valuer



7
REGISTERED
30 MAY 1938



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

CO-ORDINATED TRAFFIC SERVICES LIMITED.

PRELIMINARY:

1. The following shall be the Articles of the Company. The Regulations in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table 'A'"), are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table "A" hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:—

- (a) The Company restricts the right to transfer its shares, both present and future.
- (b) The Company limits the number of its Members (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were, while in that employment and have continued after determination

of that employment to be Members of the Company), to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this clause, be treated as a single Member.

- (c) The Company prohibits any invitation to the public to subscribe for any shares or debentures, or debenture stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

INTERPRETATION OF ARTICLES.

3. In these Articles unless the context otherwise requires :—

"Articles" means Articles of Association of the Company as originally framed, or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing, and lithography.

Words importing the singular number include the plural, and *vice versa*.

Words importing the masculine gender include the feminine.

Words importing persons include corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the

manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the share capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

5. Articles 2, 3, 4, 5 and 6 of Table "A" shall apply.

COMMISSION.

6. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company a commission not exceeding in any case ten per cent. of the price at which such shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid shares in the capital of the Company, or partly in cash and as to the remainder in such shares. The Directors may also pay a brokerage on the issue of the Company's shares.

LIEN ON SHARES.

7. Articles 7, 8, 9 and 10 of Table "A" shall apply, except that in Article 7 of Table "A" the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

CALLS ON SHARES.

8. Articles 11 to 16, inclusive, of Table "A" shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

9. (a) No shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such shares at a fair value to be ascertained in accordance with Sub-clause (b) hereof.

(b) If any Member desires to sell or transfer his shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such shares. The said transfer notice shall specify the number of shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the shares for sale at a fair value ascertained as follows, viz.:— The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors' valuation of the current worth of the Company's shares to be made by him in writing at the request of the Directors.

(c) When the fair value of the said shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of shares for sale and the fair value of such shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such shares. At the expiration of such fourteen days the Directors shall apportion such shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as far as may be *pro rata* according to the number of shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such shares exceeds the number of shares to be sold, the Directors shall not apportion more than one of such shares to any one Member, and shall select as purchasers Members having larger holdings of shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his shares, and of the number of shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his share certificates and transfers to the

Company and the Secretary shall retain the share certificates and shall certify on the transfers that the relative share certificates for the selling Member's shares have been duly lodged in the office of the Company.

(d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the shares among the Members of the Company, the selling Member may sell such shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the shares comprised in the transfer are shares on which the Company has a lien.

(e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

FORM AND EFFECT OF TRANSFER.

10. Articles 17 to 22, inclusive, of Table "A" shall apply, except that in Article 19 of Table "A" the words "not being fully paid shares" shall be omitted.

11. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any shares in or debentures of the Company has been transmitted by operation of law, no transfer of shares in or debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

12. Articles 23 to 29, inclusive, of Table "A" shall apply.

ALTERATION OF CAPITAL.

13. Articles 34 to 38, inclusive, of Table "A" shall apply.

GENERAL MEETINGS.

14. Articles 39, 40 and 41 of Table "A" shall apply.

NOTICE OF GENERAL MEETINGS.

15. Articles 42 and 43 of Table "A" shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as in Article 46 of Table "A" is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued share capital of the Company, shall be a quorum.

17. Articles 44, 46, 47, 48, 49, 51, 52 and 53 of Table "A" shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

DEMAND OF A POLL.

19. Any one or more Members present and entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

20. (a) Articles 54 to 62, inclusive, of Table "A" shall apply, except that in Article 59 of Table "A" the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

21. Article 63 of Table "A" shall apply.

DIRECTORS.

22. (a) The number of the Directors of the Company shall not be more than five.

(b) The first Director of the Company shall be Cyril Payne Crofts, of 20, York Road, Northampton.

DIRECTORS' QUALIFICATION AND REMUNERATION.

23. (a) The qualification of a Director shall be the holding of at least ten shares in the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two calendar months after his appointment.

(b) The remuneration of the Directors shall from time to time be determined by the Board of Directors, and in default of such determination by the Company in General Meeting. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS.

24. Articles 67, 68 and 70 of Table "A" shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

25. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company, both present and future, including the uncalled capital of the Company, or by debentures, debenture stock or other securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such debentures or debenture stock of the Company.

THE SEAL.

26. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director and of the Secretary or

such other person as the Directors may appoint for the purpose; and that Director and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS.

27. The office of Director shall be vacated if the Director:—

- (a) Ceases to hold the necessary qualification in shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

28. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

29. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of

that meeting interested in the proposed contract or arrangement, at the next meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of shares or debentures to a Director.

ROTATION OF DIRECTORS.

30. Articles 73 to 80, inclusive, of Table "A" shall apply unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS..

31. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

32. A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

33. Articles 81, and 83 to 88, inclusive, of Table "A" shall also apply.

DIVIDENDS AND RESERVE.

34. Articles 89 to 96, inclusive, of Table "A" shall apply.

ACCOUNTS.

35. Articles 97 to 100, inclusive, of Table "A" shall apply.

36. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors Report shall, not less than seven days before the date of the Meeting be kept at the registered office of the Company for inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

AUDIT.

37. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

NOTICES.

38. Articles 103, 105, 106 and 107 of Table "A" shall apply.

39. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

40. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING UP.

41. On a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up, shall be applied (1) in paying back to the Members of the Company the amount of their paid up capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the capital held by them respectively. If the assets shall be insufficient to repay the paid up capital in full the loss shall be borne by the Members in proportion to the nominal capital held by them respectively.

42. If the Company shall be wound up, whether voluntary or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or

kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the Liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any share which is not fully paid up.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Phil O. Appleton
 20. Oak Road
 Southampton
 Industrial Contractor
 Henry Arthur Palmer
 Oxgate Court,
 Oxgate Lane,
 Cricklewood, N.W.2
 Transport Manager

DATED this 20th day of May, 1938.

WITNESS to the above signatures:

Octavius O. Hatfield

1 Ronald Road

Harold Wood

~~Essex~~

auctioneer Palmer



Certificate of Incorporation

I Heroby Certify,

That

~~CO-ORDINATED TRAFFIC SERVICES LIMITED~~

is this day Incorporated under the Companies Act, 1929, and that the Company is
Limited.

Given under my hand at London this thirtieth day of May 1668. One

Thousand Nine Hundred and ~~thirty-eight~~.

Prastin

Registrar of Companies

Certificate
received by

C. T. Judge
 for Hamilton Greenwald
 of New Board No. 2

Date 31 May 1981