

Number of Company F. 7478/1

## THE COMPANIES ACTS 1948 TO 1967

### LIST OF DOCUMENTS DELIVERED FOR REGISTRATION BY AN OVERSEA COMPANY

(Pursuant to section 407 of the Companies Act 1948)

Insert the  
Name of the  
Company.

A.H.P. TRAILERS LIMITED

REGISTERED  
25 JUL 1972

Presented by

Presenter's Reference J.962

E.J.N. Harris, English Solicitor,

La Rocquaise,

St. Brelade's Bay, Jersey, C.I.

Form No. 1F

The Solicitors' Law Stationery Society, Limited  
192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street W1R 9HG;  
59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

List of Documents delivered to the Registrar of Companies

A.H.P. TRAILERS LIMITED

a Company incorporated in \* Jersey, Channel Islands

and which has a place of business within Great Britain at Heath Mill Road,  
Wombourne, Near Wolverhampton.

- (A) Certified copy of Certificate of Incorporation  
Memorandum & Articles of Association of A.H.P. Trailers Ltd.

(A) A certified copy of the Charter, Statutes or Memorandum and Articles of the Company, or other instrument constituting or defining the constitution of the Company, and, if the instrument is not written in the English language, a certified translation thereof.

The copies and translations (if any) above-mentioned must be certified in the manner prescribed in paragraphs 2 and 5 of the Companies (Forms) Order 1949, as amended (see back of this Form).

(B) A list of the directors and secretary of the Company, containing with respect to the directors and secretary the particulars required by section 407 (2) of the Companies Act 1948.

(C) The names and addresses of some one or more persons resident in Great Britain authorised to accept on behalf of the Company service of process and any notices required to be served on the Company.

NOTE.—This margin is reserved for binding and must not be written across.

for Registration pursuant to section 407 of the Companies Act 1948, by

NOTE.—This margin is reserved for binding and must not be written across.

(B) List of Directors and Secretary

(C) Names and addresses of persons resident in the U.K. authorised to accept service on behalf of the Company.

\*\* { Richard P. Jennings  
Richard P. Jennings

\*\* Signatures of the persons authorised under section 407 (1) (c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the Company.

Dated the 17 day of July 19

The Companies (Forms) Order 1949 (as amended) provides (*inter alia*) as follows:—

2. A certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the constitution of the company required to be delivered by an overseas company to the registrar under section 407 of the Act shall be deemed to be certified as a true copy if in the place of incorporation of the company it is—

- (a) duly certified as a true copy by an official of the Government to whose custody the original is committed; or
- (b) duly certified as a true copy by a notary public of the place of incorporation; or
- (c) duly certified as a true copy on oath by some officer of the company before some person having authority to administer an oath as provided by section 3 of the Commissioners for Oaths Act 1889 (52 & 53 Vict. c. 10).

\* \* \* \* \*

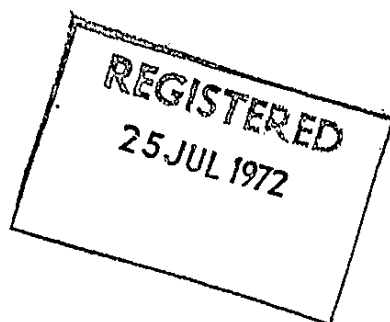
5.—(1) A translation of a charter, statutes or memorandum and articles of association or other instrument constituting or defining the constitution of a company or any account or document to be delivered to the registrar under the Act shall be certified to be a correct translation

- (a) if made in a foreign country, by—
  - any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889, or by any person whom any such official certifies is known to him as competent to translate it into the English language;
- (b) if made outside the United Kingdom in any of Her Majesty's dominions or in any place under Her Majesty's protection or where Her Majesty has jurisdiction, by—
  - a person having authority to administer an oath as provided by section 3 of the Commissioners for Oaths Act, 1889;
- (c) if made in Northern Ireland, by—
  - (i) a notary public in Northern Ireland, or
  - (ii) a solicitor of the Supreme Court of Judicature of Northern Ireland;
- (d) if made in Scotland, by—
  - (i) a notary public in Scotland, or
  - (ii) a solicitor;
- (e) if made in England, by—
  - (i) a notary public in England, or
  - (ii) a solicitor of the Supreme Court of Judicature of England.

(2) The Board of Trade may in any particular case, if they think fit to do so and upon such conditions as they think fit, permit certified copies or translations to be delivered to the registrar though not certified in accordance with the above requirements.

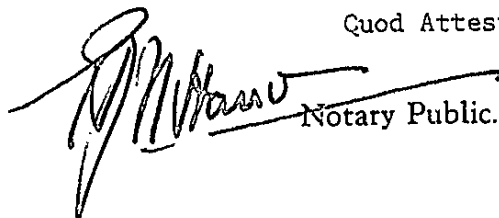
To all to whom these presents shall come. I, Edward John Nigel Harris,  
Notary Public, duly authorised, admitted, and sworn, practising  
in Jersey, Channel Islands, DO HEREBY CERTIFY that the within  
written Certificate of Incorporation and Memorandum and Articles of Association  
of A. H. P. Trailers Limited is a true copy in words and figures of the original  
Certificate of Incorporation and Memorandum and Articles of Association as  
registered in the Royal Court of Jersey.

F7478/12



In testimony whereof I have hereunto  
subscribed my name, and affixed my seal  
of office this twelfth day of  
July, one thousand nine  
hundred and seventy-two.

Quod Attestor.

  
Notary Public.

INDISTINCT ORIGINAL

*The Jersey Limited Liability Companies Acts, 1861-1968*

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

A.H.P. TRAILERS LIMITED

Registered

15<sup>th</sup> May

1972

MOURANT, du FEU & JEUNE  
ADVOCATÉ & SOLICITORS  
16, HILL STREET,  
JERSEY, C. I.

# In the Royal Court of Jersey

In the year one thousand nine hundred and seventy-two,  
the fifteenth day of May.

Before the Judicial Greffier.

On the application of Helier de Carteret Mourant,  
Clifford Arthur Rive du Feu, and Reginald Robert  
Jeune,

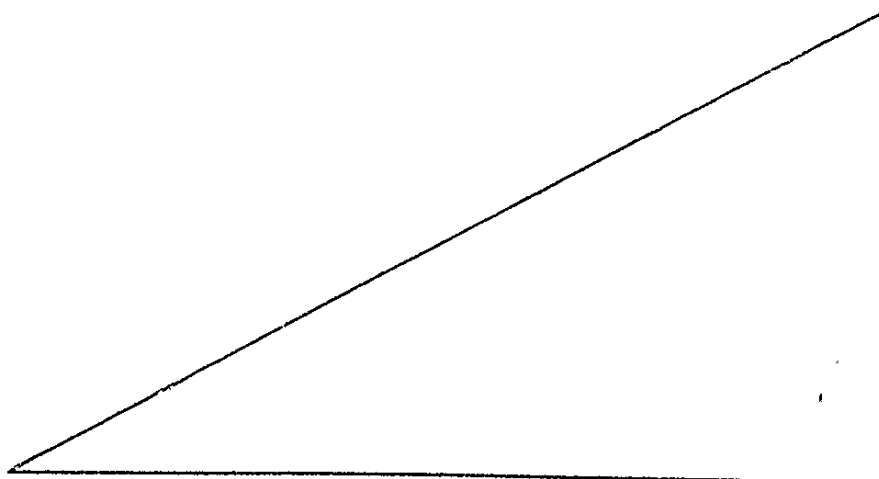
Limited  
Liability  
Companies

founder members of a limited liability company styled

A.H.P. Trailers Limited

the Court has ordered the registration in the Register  
of Limited Liability Companies of the Memorandum and  
Articles of Association of the said company; the  
applicants having complied with the enactments in  
force in this Island relating to limited liability companies  
and the control of borrowing.

Of which Memorandum and Articles the tenor follows:-



THE JERSEY LIMITED LIABILITY COMPANIES ACTS 1861 to 1968

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

A.H.P. TRAILERS LIMITED

REGISTERED  
25 JUL 1972

F7478/2

1. The name of the Company is A.H.P. Trailers Limited.
2. The registered office of the Company will be situate in Jersey.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of manufacturers of, dealers in, hirers, repairers, storers and warehousemen of trailers of every description and of vehicles suitable for movement on land, sea or in the air or in any combination thereof whether propelled or otherwise, and all machinery appliances, solutions and other things capable of being used therewith or in the manufacture, maintenance and working thereof.
  - (b) To acquire and hold any shares, stocks, debentures, debenture stocks, bonds, mortgages, hypothecs, rentes, obligations and other securities and any interest thereon by original subscription, syndicate participation, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
  - (c) To acquire by purchase or otherwise and to develop freehold and leasehold lands, houses, shops, buildings, hotels, farms or other estates or properties, mines or mining rights situate or arising in Jersey or in any dominion or colony of the British Commonwealth and generally in any country of the world.
  - (d) To erect, construct, lay out, enlarge, alter and maintain, let, furnish, equip and use any houses, shops, buildings, and turn to account and generally to purchase any real or immovable estate in the Island of Jersey or elsewhere, which may be calculated to advance the interests of the Company.
  - (e) To borrow or raise money or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, bonds or mortgages, charged upon the Company's Real Estate.
  - (f) To deposit the monies of the Company with any person or Company and to lend money to such persons or Companies and on such terms as may seem expedient.



- (g) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependants of such persons, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company, and from time to time to subscribe or contribute to any charitable, benevolent or useful object of a public character.
- (h) To guarantee the performance of any contract or obligation and the payment of money of or by any person or company and generally to give guarantees and indemnities.
- (i) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (j) To invest and deal with the monies of the Company not immediately required upon such securities and investments and in such manner as may from time to time seem expedient.
- (k) To pay for any property or rights acquired by the Company, either in cash or by the issue of fully or partly paid-up shares of the Company, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, by debentures or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (l) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (m) To promote Companies and ventures for any purpose whatsoever and to undertake and assist in financial operations of every description.
- (n) To undertake, transact or carry on all kinds of trust agency or brokers' business and to undertake the management, supervision or control of the operations of any Company or undertaking or participate therein.
- (o) To distribute any property of the Company in specie among the members or any class of members or to any individual member of the Company.
- (p) To sell the undertaking of the Company or any part thereof, including the Real and Personal property 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 whether or not having objects altogether or in part similar to those of this Company and generally to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property Real or Personal of the Company in such terms as the Company may think fit.

/(q).....

- (q) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the before-mentioned objects or calculated directly or indirectly to render more profitable any of the Company's assets.
- (r) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company, and shall not in any wise be limited by reference to any other paragraph or the order in which the same occur or in the name of the Company.

4. The nominal Capital of the Company is £10,000 divided into 10,000 shares of £1 each with power according to statute to increase such capital and with power from time to time to issue any shares of the original or any new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over any other shares whether ordinary or preference and whether issued or not and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority. The rights for the time being attached to any shares having preferential deferred qualified or special rights, privileges or conditions attached thereto may be modified or dealt with in the manner mentioned in the Articles of Association for the time being in force.

5. The above shares shall be payable on calls as made by the Directors. Fully paid up shares may be issued for the purpose of paying bonuses or in satisfaction of any liability of the Company.

6. The non payment of a call or instalment on the day appointed for the payment thereof shall render the shares in respect of which the call was made or instalment due liable to be forfeited.

7. The Company shall exist until dissolved by special resolution or otherwise according to law. The liability of each member is limited to the amount for the time being unpaid on each share held by him.

8. The corporate signature of the Company is **A.H.P. Trailers Limited.**

WE, the several persons whose Names and Addresses are hereunto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the Capital set opposite our respective names.

<u>Name of Subscribers</u>	<u>Shares Taken</u>	<u>Addresses</u>	<u>Signatures</u>	<u>Witnesses with Addresses</u>
Helier de Carteret Mourant	three	16 Hill Street, St. Helier, Jersey.	H. de C. Mourant	
Clifford Arthur Rive du Feu	three	16 Hill Street, St. Helier, Jersey.	C.A.R. du Feu	<div style="border: 1px solid black; padding: 2px; transform: rotate(-15deg); display: inline-block;"> 16 Hill St. St. Helier Jersey </div>
Reginald Robert Jeune	three	16 Hill Street, St. Helier, Jersey.	R.R. Jeune	

THE JERSEY LIMITED LIABILITY COMPANIES ACTS. 1861 to 1968.

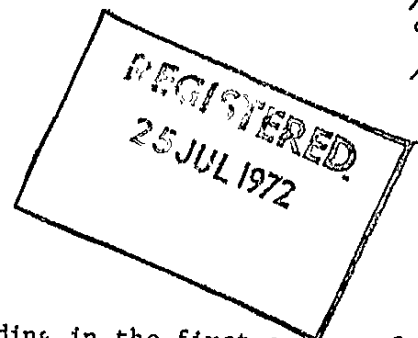
COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

OF

A.H.P. TRAILERS LIMITED

INTERPRETATION



1. In these presents the words standing in the first column of the Table next hereinafter contained, shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<u>Words.</u>	<u>Meanings.</u>
The Companies Act.	Law (1861) on Limited Liability Companies as amended.
These Presents.	The Memorandum of Association of the Company; these Articles of Association and the regulations of the Company from time to time in force.
Office.	The Registered Office of the Company.
Seal.	The common seal of the Company.
Month.	Calendar Month.
In writing.	Written, printed, or lithographed, or represented by any other substitute for writing, or partly one or partly another.
Member.	A Person or Corporation who is registered as the holder of Shares in the Register of Members for the time being kept by the Company.
The Directors.	The Directors of the Company for the time being, or as the case may be, the Directors assembled at a Board.
Board.	A Meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Meeting.
Register.	The Register of Members to be kept pursuant to Article 14 of the Companies Act.
Special Resolution.	A Special Resolution of the Company passed in accordance with Article 27 of the Companies Act.

/Paid up.....

Paid up.	Shall include credited as paid up.
Debenture.	Shall include debenture stock.

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons only shall include corporations.

2. Subject to the last preceding article, any words defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

PRELIMINARY.

3. The preliminary expenses incurred in forming the Company shall be the first charge on the funds of the Company.

4. The business of the Company shall be commenced as soon after the incorporation of the Company as the Directors think fit, notwithstanding that the Capital issue may have been only partially subscribed.

## SHARES AND CERTIFICATES.

5. Subject to Article 34 hereof, the Shares of the Company shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, or on such terms and in such manner as they think fit. Shares may be issued at a premium or at par.

6. Without prejudice to any special rights for the time being conferred on the holders of any class of shares and subject to Article 24 of the Companies Act any Share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital voting or otherwise, as the Company may from time to time by Special Resolution determine.

7. The Company may by Special Resolution and subject to the provisions of the Companies (Supplementary Provisions) (Jersey) Law 1968:

- a) issue preference shares which are, or at the option of the Company are to be liable, to be redeemed.
- b) convert the whole, or any particular class, of its preference shares into redeemable preference shares.

8. The Company may make arrangements on the issue of Shares for a difference between the holders of such Shares in the amount of calls to be paid and in the time of payment of such calls.

9. The Company shall be entitled to treat the person whose name appears on the Register in respect of any share as the absolute owner thereof, and shall not be under obligation to recognise any equity or equitable claim to or interest in such Share, whether or not it shall have express or other notice thereof.

7/10.....

10. Every Member shall be entitled without payment, to one Certificate for his share of each class under the Common Seal of the Company, signed by two Directors or one Director and the Secretary, specifying the share or shares held by him the amount paid up thereon and the respective numbers thereof when required by Article 13A of the Companies Act. If a member shall require additional Certificates he shall pay for each additional Certificate a sum of five pence.

11. If any Certificate be worn out or lost, it may be renewed on payment of five pence, and upon the person requiring the new Certificate giving up the worn out Certificate, or giving evidence of its loss or destruction and such indemnity to the Company as will satisfy the Directors.

#### JOINT HOLDERS OF SHARES.

12. Where two or more persons are registered as the holders of any shares they shall be deemed to hold same as joint tenants, subject to the provisions following:-

- a) The Company shall not be bound to register more than three persons as the joint holders of any shares.
- b) The joint holders of any share shall be liable, severally, as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- c) Any one of such joint holders may give effectual receipts for any dividend, bonus, or return of Capital payable to such joint holders.
- d) Only the senior of the joint holders of a share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company to attend General Meetings of the Company and any notice given to the senior joint holder shall be deemed notice to all the joint holders.
- e) The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for the purpose of the provisions of this Article seniority shall be determined by the order in which the names of the joint holders stand in the register.

#### CALLS ON SHARES.

13. The Directors may from time to time make such calls upon the Members in respect of all moneys unpaid on their Shares as they think fit, provided that twenty-one days' notice at least, specifying the time and place for payment, is given of each call, and each Member shall be liable to pay the amount of Calls so made to the persons and at the time and places appointed by the Directors.

14. A Call shall be deemed to have been made at the time when the Resolution of the Directors authorising such Call was passed.

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15. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money due upon the Shares held by him beyond the sums actually called for; and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rates as the Members paying such sum in advance and the Directors agree upon, or in default of agreement, at such rate as the Directors shall think fit.

#### TRANSFER AND TRANSMISSION OF SHARES

16. The Directors may in their absolute discretion and without giving any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share. If they shall not, within two months after presentation of a transfer to them for registration have resolved to register the same then they shall be deemed to have declined to do so.

17. All transfers of shares shall be effected by transfer in writing in any usual common form approved by the Directors. The instrument of transfer of a share shall be signed by or on behalf of both the transferor and the transferee provided that the Directors may dispense with the signing of the instrument of transfer by the transferee in any case in which they think fit in their discretion to do so. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

18. In the case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

19. Any guardian of an infant Member and any curator of a Member under legal disability and any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

20. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

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21. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

#### FORFEITURE AND LIEN ON SHARES.

22. If any Member fail to pay any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the Call remains unpaid, serve a notice on him requiring him to pay such Call together with interest accrued and any expenses incurred by reason of such non-payment.

23. The notice shall name a further day on or before which such Call, and all interest accrued and expenses incurred by reason of such non-payment are to be paid. It shall also name the place where payment is to be made. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the Shares in respect of which such Call was made will be liable to be forfeited.

24. If the requisitions of any such notice as aforesaid are not complied with, any Shares in respect of which such notice has been given may at any time thereafter before payment of all Calls, interest and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect.

25. Any shares so forfeited shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors think fit, or the Directors may at any time before such shares are disposed of, annul the forfeiture upon such terms as they may approve.

26. Any Member whose Shares have been forfeited shall notwithstanding, be liable to pay to the Company all Calls owing upon such Shares at the time of forfeiture together with interest thereon, at such rate as the Directors shall appoint, down to the date of payment; but the Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

27. When the Shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and as soon as the Shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

28. The Company shall have a first and paramount lien for all debts obligations and liabilities of any Member of the Company upon all Shares held by such Members, whether alone or jointly with other persons, and upon all Dividends and Bonuses which may be declared in respect of such Shares. Provided always that if the Company shall register or agree to register a transfer of any Shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall be freed and discharged from the lien of the Company.

/29.....



29. The Directors may serve upon any Member who is indebted or under any obligation to the Company a notice requiring him to pay the amount due to the Company or satisfy the said obligation and stating that if payment is not made, or if the said obligation is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold, and if such Member shall not comply with such notice within the time aforesaid, the Directors may sell such Shares without further notice.

30. Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon, the proceeds shall be applied; First, in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the Member to the Company; and the residue (if any) shall be paid to the said Member or as he shall direct.

31. An entry in the Minute Book of the Company of the forfeiture of any Share or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Shares, that the said Shares were properly forfeited or sold, and such entry and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares and shall not be bound to see to the application of the purchase money. The remedy, if any, of the former holder of such Shares, and of the person claiming under or through him, shall be against the Company and in damages only.

#### VARIATION OF CAPITAL.

32. The Company may, by Special Resolution increase the Capital by the issue of new Shares, such aggregate increase to be of such an amount and to be divided into Shares of such respective amounts as the Company in General Meeting may direct, or if no direction be given, as the Directors think expedient.

33. The new Shares shall be issued upon such terms and conditions and with such rights, priorities or privileges as the Company in General Meeting shall direct (subject to the said Article 24 of the Companies Act.)

34. The Company in General Meeting may direct that all new Shares shall be offered to the Members in proportion to the existing Shares held by them, whereupon 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, will be deemed to be declined, but subject to such direction, or, if no such direction shall be given, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

35. Any capital raised by the creation of new Shares, shall unless otherwise provided by the conditions of issue, be considered as part of the original Capital and shall be subject to the same provisions with reference to the payment of calls, transfer and transmission of Shares, lien or otherwise, as if it had been part of the original Capital.

36. The Company may by virtue of a Special Resolution and subject to the provisions of Article 3 of the Companies (Supplementary Provisions) (Jersey) Law 1968 reduce its share capital in any way and in particular without prejudice to the generality of the foregoing power may:

/a).....

- a) extinguish or reduce the liability on any of its shares in respect of share capital not paid-up; or
- b) with or without extinguishing or reducing liability on any of its shares;
  - i) cancel any paid-up share capital which is lost, or which is not represented by available assets; or
  - ii) pay off any paid-up share capital which is in excess of the requirements of the company;

and may, if and so far as is necessary, alter its memorandum by reducing the amount of its share capital and of its shares accordingly.

37. The Company may by Special Resolution alter the conditions of its Memorandum by:-

- a) consolidating and dividing all or any of its share capital into shares of larger amount than its existing shares;
- b) sub-dividing its shares, or any of them into shares of smaller amount than that fixed by its memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- c) cancelling any shares which, at the date of the passing of the special resolution in that behalf, having not been taken, or agreed to be taken, by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

#### GENERAL MEETING.

38. The first General Meeting shall be held in Jersey at such time, not being more than eighteen months after the registration of the Company, and at such place in the said Island of Jersey as the Directors may determine.

39. Subsequent General Meetings shall be held once in each year between the months of **February and November** at such time and place in the Island of Jersey, as may be determined by the Directors.

40. The above General Meetings shall be called Annual or Ordinary Meetings. All other General Meetings shall be called Extraordinary General Meetings.

41. The Directors may whenever they think fit, and they shall upon a requisition made in writing by Members in accordance with Article 22 of the Companies Act convene an Extraordinary General Meeting of the Company.

42. At any Extraordinary General Meeting called in pursuance of a requisition, unless such Meeting is called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

PROCEEDINGS....

PROCEEDINGS AT GENERAL MEETINGS.

43. Ten days' notice or such less number of days' notice as the Members shall accept, specifying the place, the day and the hour of meeting, and in cases of special business the general nature of such business shall be given to the Members in manner hereinafter mentioned or in such manner (if any) as may be prescribed by the Company in General Meeting, but the accidental omission to give notice to any Member, or the non-receipt by any Member of such notice shall not invalidate the proceedings at any General Meeting.

44. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Directors and Auditors, to elect Directors in place of those retiring, to fill vacancies, to elect an Auditor and fix his remuneration, and to sanction a dividend if thought fit so to do.

45. No business shall be transacted at any General Meeting except the adjournment of the Meeting, unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members personally present or represented by proxy entitled to vote.

46. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved. If otherwise convened it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present shall be a quorum.

47. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman, or if at any Meeting he is not present within fifteen minutes after the time appointed for holding the Meeting the Members present shall choose one of the Directors present to be Chairman, or if no Director shall be present and willing to take the chair the Members present shall choose one of their number to be Chairman.

48. The Chairman may, with the consent of any Meeting, (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

49. At any General Meeting every question shall be decided in the first instance by a show of hands, and unless a poll is demanded by the Chairman or by at least one Member present in person or by proxy, a declaration by the Chairman that a Resolution has on a show of hands been carried or not carried, or carried or not carried 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 such Resolution.

50. If a poll is demanded in the manner above mentioned, it shall be taken at such time (within twenty-one days) and in such manner as the Chairman directs, and the results of such poll shall be deemed to be the Resolution of the Company in General Meeting. In the event of an equality of votes at any General Meeting, whether upon a show of hands or at a poll the Chairman shall be entitled to a casting vote in addition to such vote or votes as he may be entitled to as a Member.

51. A poll may be demanded upon the election of a Chairman and upon a question of adjournment, and such poll shall be taken forthwith without adjournment. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

52. Minutes of all Resolutions and proceedings of General Meetings shall be duly and regularly entered in a book provided.

#### VOTES OF MEMBERS.

53. Subject to any special terms as to voting upon which any Shares may be issued or may for the time being be held, at any general meeting of the Company every Member present in person shall upon a vote by a show of hands be entitled to one vote each and upon a vote by poll every Member present either in person or by proxy shall be entitled to one vote in respect of each share held by the Member. Any corporation holding Shares conferring the right to vote may by Resolution of its Directors authorise any of its officials or any other person to act as its representative at any General Meeting of the Company, and at any meeting of holders of any class of Shares of the Company, and such representative shall be entitled to exercise the same powers on behalf of such corporation as if he had been an individual Shareholder of the Company.

54. If a Member be a lunatic or idiot, his legal Curator or Committee may vote on his behalf; and if any Member be a minor, his Guardian or Tutor may so vote.

55. No Member shall be entitled to vote at any General Meeting unless all calls due from him have been paid.

56. Votes may be given either personally or by proxy.

57. Any person (whether a member of the Company or not) may be appointed to act as a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer, or if such appointer be a corporation under its Common Seal or under the hand of an officer duly appointed therefor.

58. The instrument appointing a proxy shall be deposited at the Office not less than forty-eight hours before the time for holding the Meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than forty-eight hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

59. Any instrument appointing a proxy shall, as near as circumstances will admit, be in the following form:-

I.....being a Member of.....and  
entitled .....vote (or votes) hereby appoint.....  
of.....as my proxy to vote for me and on my behalf  
at the Ordinary (or extraordinary, as the case may be) General  
Meeting of the Company to be held on the.....  
day of.....19..... and at any adjournment thereof.

As witness my hand this.....day of.....19

60. A proxy to vote shall be deemed to include power to demand a poll.

61. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### DIRECTORS.

62. The number of Directors shall not be less than two or more than five.

63. The first Directors of the Company shall be appointed in writing by the subscribers to the Memorandum of Association; they shall hold office, until they resign or are disqualified, in accordance with Article 73.

64. A Director need not be a member of the Company.

65. The Directors shall be paid out of the funds of the Company their travelling and other expenses properly and necessarily expended by them in attending meetings of the Directors or members or otherwise on the affairs of the Company. They shall also be paid by way of remuneration for their services such sum as shall be fixed by the Company in General Meeting, which shall be divided between them as they shall agree or failing agreement equally, and shall be deemed to accrue from day to day. If any Director shall be appointed agent, or to perform extra services, or to take any special exertions, or to go or reside abroad for any of the purposes of the Company, the Directors may remunerate such Director or Directors therefor, either by a fixed sum or by commission or participation in profits or otherwise, or partly in one way and partly in another as they think fit; such remuneration may be either in addition to or in substitution for his or their remuneration hereinbefore provided.

66. The Directors shall 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 existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

67. Any Director may in writing appoint any person who is approved by the majority of the Directors to be his permanent alternate to act in his place on the Board should he be absent or unable to act for a period of time and such appointee shall be entitled to notice of and to attend at all Directors' Meetings. He, however, will only be entitled to vote when the Director for whom he acts is absent from any Meeting. A Director may at any time in writing revoke the appointment of any alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them.

/BORROWING.....

#### BORROWING POWERS.

68. The Directors may at their discretion raise or secure the repayment of such sum or sums of money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of unsecured notes or bonds or by the issue of bonds, debentures, mortgages, charges, or other security charged upon the undertaking or the whole or any part of the property of the Company both present and future.

69. Any Debentures, Debenture Stock or other Securities issued or to be issued by the Company shall be under the control of the Directors, who may issue them upon such terms and conditions, and in such manner and for such consideration as they may direct.

70. If the Directors, or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the company, the Directors may create or cause to be created a mortgage on the whole or any part of the real property of the Company, or may execute or cause to be executed any charges or security over or affecting the whole or any part of the other assets of the Company by way of indemnity, to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

#### POWERS OF DIRECTORS.

71. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by Law or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Law, and to such regulations, not being inconsistent with the aforesaid regulations, or provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

72. Without prejudice to any of the powers of these Articles or by Law conferred upon the Directors, it is hereby declared that they shall have the following powers:-

(a) To pay all the preliminary expenses incurred in or about the formation, promotion and registration of the Company, and the procuring of its Capital to be subscribed.

(b) To purchase or otherwise acquire on behalf of the Company, any property, rights or things which the Company may purchase or acquire, and to sell, lease, mortgage, charge, abandon or otherwise deal with any property, rights or privileges to which the Company may be entitled; on such terms and conditions as they may think fit.

(c) To appoint, remove or suspend any Managers, Secretaries, Officers, Clerks, Agents or Servants, and to direct and control them and fix and pay their remuneration.

(d) To enter into negotiations and agreements or contracts (preliminary, conditional or final), and to give effect to, modify, vary or rescind the same; and to execute and do all such deeds and things in the name of the Company as they may consider expedient for or in relation to any of the matters herein mentioned or otherwise for the purposes of the Company.

/(e).....

(e) To appoint Agents and Attorneys for the Company in the Channel Islands, the United Kingdom and the Colonies or abroad, with such powers (including the power to sub-delegate) as may be thought fit, and to provide, if necessary for the management of the affairs of the Company outside Jersey by any other Company or any firm or person.

(f) To enter into any arrangement with any company, firm or persons carrying on any business similar to that of this Company for mutual concessions, or for any joint working or combination, or for any restriction upon competition or for any pooling of business profits that may seem desirable, and to carry the same into effect.

(g) To accept payment or satisfaction of any money payable to the Company, or of any claim of the Company, whether in respect of any sale or disposition of the property or otherwise, wholly or partially in Shares, Stocks, Debentures or Securities of any other company.

(h) To give, award or allow any pension, gratuity or compensation to any employee or Director of the Company or his widow or children that may appear to the Directors just or proper whether such employee or Director, his widow or children have or have not a legal claim upon the Company.

(i) To give receipts, releases and discharges on behalf of the Company.

(j) To commence and carry on, or defend, and to abandon or compromise any legal proceedings whatsoever, including proceedings in bankruptcy, on behalf of the Company, or to refer any claim or demands by or against the Company to arbitration and to observe and perform the awards and to accept compositions from or give time to any debtor or contributory owing money or alleged to owe money to the Company.

(k) To invest and deal with any of the moneys of the Company not immediately required for the purpose of its business in such manner as they may think fit, and to vary such investments or realise the amount invested therein, provided that they shall not on behalf of the Company purchase or make advances upon any Shares of the Company.

(l) To give indemnities to any Director or other person who has undertaken or who is about to undertake any liability on behalf of the Company, and to secure such Director or other person against loss by giving him a mortgage or charge upon the whole or any part of the property of the Company by way of security.

(m) To remunerate any person rendering services to the Company, whether in its regular employ or not, in such manner as may seem fit, whether by cash, salary, bonus or shares or debentures, or by a commission or share of profits, either in any particular transaction or generally, or howsoever otherwise.

(n) To sign cheques, draw, accept and endorse bills of exchange, make and endorse promissory notes, and endorse any other negotiable securities or instruments belonging to, or held by, or on account of the Company, by the signature thereon of such person or persons as the Directors may from time to time appoint.

(o) To open and keep banking accounts in the name of the Company with such bank or banks as the Directors may from time to time determine.

/DISQUALIFICATION.....

#### DISQUALIFICATION OF DIRECTORS.

73. The Office of a Director shall be vacated:-
- (a) If he shall send in his resignation in writing, such resignation shall take immediate effect when lodged.
  - (b) If he become bankrupt or insolvent or compound with his creditors.
  - (c) If he become of unsound mind or be found to be a lunatic.
  - (d) If he be placed under the interdiction whereby he is deprived of the management of his property.
  - (e) If he be absent from the Meetings of Directors continuously for twelve months without the consent of the Directors, provided always that this disqualification shall not apply where the Director is duly represented at such Meetings by an alternative Director.
  - (f) If he be removed from office by an Ordinary Resolution of the Company in General Meeting.
74. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors, or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

75. The continuing Directors may act, notwithstanding any vacancy in their body, but so that if the number of Directors shall be less than the minimum number before specified they shall do no act other than appointing a Director or Directors, or calling a General Meeting of the Company, until the number of Directors has been made up to the said minimum.

#### TRANSACTIONS WITH DIRECTORS.

76. No Director shall be disqualified by his office from contracting with the Company either as Vendor, Purchaser or otherwise or from being interested in any contract or arrangement entered into by or on behalf of the Company, nor shall any such contract, made by a Director with the Company nor any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by him from any such contract made by him with the Company or from any such contract or arrangement in which he shall be so interested by reason of such Director holding that office or the fiduciary relation thereby established but it is declared that as to such contract or arrangement in which he shall be so interested the nature of his interest must be disclosed by him at the Meeting of the Directors at which such contract or arrangement is determined on if his interest then exists or if it shall not then exist at the first Meeting of the Directors after the acquisition of his interest. A Director may as a Director vote in respect of any contract which he shall make with the Company and in respect of any contract or arrangement in which he is so interested, and if he do so vote, his vote shall be counted and he may be reckoned for the purpose of constituting a quorum of Directors. A General Notice to the Company that a Director is a member of any specified firm or company and is to be regarded as interested in /any subsequent....



any subsequent transactions with such firm or company shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transactions with such firm or company. Without prejudice to the generality of the foregoing provisions of this article a Director may hold office or place of profit in the Company in conjunction with his Directorship or may be appointed thereto upon such terms as to remuneration, tenure of office or otherwise, as may be arranged by the Directors, and a Director of the Company may be or become a Director of any company promoted by this Company or in which this Company may be interested as Vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as Director or Member of such Company.

#### RETIREMENT OF DIRECTORS.

77. The Directors nominated by the subscribers to the Memorandum of Association of the Company shall continue to hold office until otherwise determined by an Ordinary Resolution of the Company, subject only to Article 73 hereof.

78. The Company at any General Meeting at which a Director retires shall fill up the vacated office by electing a Director unless the Company shall determine to reduce the number of Directors.

79. Seven days' previous notice in writing shall be given to the Company of the intention of any Member to propose any person other than a retiring Director for election to the office of Director; provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice, and submit to the Meeting the name of any person duly qualified.

#### MANAGING DIRECTORS.

80. The Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company, and may fix his or their remuneration either by way of salary or commission or by giving a right to participate in the profits of the Company, or by a combination of two or more of these methods.

81. Every Managing Director shall be liable to be dismissed or removed by the Board of Directors, and another person appointed in his place. The Board may, however, enter into an agreement with any person who is or is about to become a Managing Director with regard to the length and terms of his employment, but so that the remedy of any such person for any breach of such agreement shall be in damages only, and he shall have no right or claim to continue in such office contrary to the will of the Directors or of the Company in General Meeting.

82. If these Articles be so amended as to require retirement by rotation, a Managing Director shall not, while he continues to hold that office, be liable to retire by rotation, and he shall not be taken into account in determining the rotation in which the other Directors shall retire (except for the purpose of fixing the number to retire in each year), but he shall be subject to the same provisions as to removal and disqualification as the other Directors, and if he ceases to hold the office of Director from any cause he shall ipso facto cease to be a Managing Director.

/83.....

83. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the Powers of the Directors (not including the power to make calls, forfeit shares, borrow money, or issue debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to all such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

#### PROCEEDINGS OF DIRECTORS.

84. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall be a quorum. Questions arising at any Meeting shall be decided by a majority of votes. In the event of an equality of votes the Chairman shall have a second or casting vote.

85. The Directors may elect a Chairman of their Meetings, and determine the period he is to hold office, but if no such Chairman is elected, or if at any Meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting, and in the event of an equality of votes, the Managing Director to be Chairman.

86. All acts done by any Meeting of Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

87. 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 called and constituted.

88. The Directors shall cause Minutes to be made in books provided for the purpose:-

- (a) Of all appointments of Officers made by the Directors.
- (b) Of the names of the Directors present at each Meeting of the Directors.
- (c) Of all acts done, orders given, and resolutions made or passed, by the Directors, and of all the proceedings of every Meeting of the Directors of the Company.

Any such minute as aforesaid, if signed by any person purporting to be Chairman of any Meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

#### THE SEAL.

89. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Directors, or of a committee of the Directors authorised by the Directors in that behalf. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles relating to Share Certificates), determining the persons and the number of such persons who shall sign instruments to which the Seal shall be affixed, and until otherwise so determined such instruments shall be signed by two Directors, or one Director and the Secretary, or some other person duly authorised by the Directors.

/DIVIDENDS.....

## DIVIDENDS.

90. The Company in General Meeting may, on a recommendation to that effect made by the Directors declare a dividend to be paid to the Members according to their rights and interests in the profits, but no larger dividend shall be declared by the Shareholders than that recommended by the Directors.

91. Subject to Article 96 hereof and to any priorities that may be given to any issue of shares, the profits of the Company available for distribution shall be distributed as dividends among the Members in accordance with the amounts for the time being paid on the shares held by them respectively, other than amounts paid in advance of calls but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank accordingly.

92. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.

93. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise.

94. The Company may transmit any dividend or bonus payable in respect of any Share by cheque or warrant, or otherwise as the Directors may deem advisable sent by ordinary post to the registered address of the holder of such Share (unless he shall have given written instructions to the contrary) and shall not be responsible for any loss arising therefrom.

95. No dividend shall bear interest as against the Company.

## RESERVE FUND.

96. Before the declaration of a Dividend the Directors may set aside any part of the net profits of the Company to create a Reserve Fund, and may apply the same either by employing it in the business of the Company or by investing it in such a manner (not being the purchase of or by way of loan upon the Shares of the Company) as they think fit. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an Insurance Fund, or equalising Dividends, or for any other purpose for which the net profits of the Company may lawfully be used, and until the same shall be applied it shall be deemed to remain undivided profits. The Directors may also carry forward to the accounts of the succeeding year or years any balance of profit which they shall not think fit either to divide or to place to reserve.

## CAPITALISATION.

97. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to any reserve or reserves) not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits, or any sum carried to reserve as a result of the sale or revaluation of the assets of the Company (other than goodwill) or any part thereof or, subject as hereinafter provided, any sum standing to the credit of the Company's share premium account or capital redemption reserve fund and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportion in which such profits or sum would have

/been divisible

been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other; Provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.

98. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such Members.

#### ACCOUNTS.

99. The Directors shall cause true accounts to be kept:-

- (a) of the transactions of the Company.
- (b) Of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place.
- (c) Of the assets and liabilities of the Company.

100. The Books of Accounts shall be kept at the Office or at such place as the Directors may determine. The Directors shall by Resolution determine to what extent and on what conditions the books and accounts of the Company or any of them, shall be open to the inspection of the Members and the Members other than such of them as shall also be directors shall have only the rights of inspection as are given to them by Law or by such Resolution as aforesaid.

Provided always that the Company in General Meeting may direct that any person or persons shall have a right to inspect and make extracts from the books of the Company.

101. At the Ordinary General Meeting in every year the Directors shall lay before the Company a Statement of the income and expenditure for the past year made up to the 31st December

/102.....

102. A Balance Sheet shall be laid before the Company at the Ordinary General Meeting in each year, and such Balance Sheet shall contain a summary of the assets and liabilities of the Company, and shall be accompanied by a report of the Directors upon the general state of the Company and a recommendation as to the amount (if any) which they propose to set aside as a Reserve Fund.

#### AUDIT.

103. Once at least in every year following the year in which the Company was incorporated the accounts of the Company shall be examined, and the correctness of the Balance Sheet ascertained by one or more Auditor or Auditors, who shall be appointed at the Ordinary General Meeting in each year, when their remuneration shall also be fixed. Nevertheless the Board of Directors shall appoint the Auditor for the first year, and fix his remuneration.

104. No person shall be eligible as an Auditor who is personally interested otherwise than as a Member in any transaction of the Company; and no Director or other Officer shall be eligible during his continuance in office.

105. If any casual vacancy should occur in the office of Auditor, the Directors shall forthwith appoint a Provisional Auditor, until the next General Meeting, when such vacancy shall be filled.

#### NOTICE.

106. A notice may be served by the Company upon any Member of the Company either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address. A notice of any Meeting convened to enforce a Resolution previously passed as a Special Resolution may be given by advertisement.

107. No member shall be entitled to have a notice served on him at any address not in Jersey or in some part of the United Kingdom, and any Member whose registered address is not in Jersey or in some part of the United Kingdom, may by notice in writing, require the Company to register an address in Jersey or in some part of the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. Any person not having a registered address in Jersey or some part of the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the Office and shall remain there for a space of forty-eight hours.

108. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted. In estimating the number of days' notice given in any case, the day of service shall be counted as one of such days.

109. All notices given by advertisement shall be advertised in such newspaper or newspapers published in Jersey as the Directors shall think fit, and shall be deemed to be served on the day when such advertisement shall first appear.

/WINDING UP.....

#### WINDING UP.

110. If the Company shall be wound up, the assets available for distribution among the Members shall, subject as hereinafter mentioned, be applied first in repaying to the Members the amount paid up on their Shares respectively, and if such assets shall be more than sufficient to repay to the Members the whole amount paid up on their Shares, the balance shall be distributed among the holders of Ordinary Shares in proportion to the amount which at the time of going into liquidation had been actually paid up on their said shares respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

111. With the sanction of a Special Resolution of the Shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the Members of the Company in specie, or may be vested in Trustees for the benefit of such Members and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

#### INDEMNITY.

112. Every Director, Manager, Secretary and other Officer or Servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, losses and expenses which any such Officer or Servant may incur or become liable to by reason of any Contract entered into, or act or thing done by him as such Officer or Servant, or in any way in discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.

113. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his respective office or in relation thereto unless the same happen through his own wilful act or default.

#### REPRESENTATIVES FOR REAL AND PERSONAL ESTATE.

114. In pursuance of Article 6 of the Law on Limited Liability Companies, the power and authority to represent the Company for the purchase or sale of real property or other transactions in Real Property will be vested in the Directors for the time being, or one of them designated by the Directors.

/115.....

115. The Directors, or one of them designated by the Directors, will represent the Company in all other legal and judicial transactions arising out of the real property of the Company.

116. The Managing Director or the Manager of the Company for the time being, or a Director designated by the Directors, will represent the Company before all Courts of Law with respect to all transactions other than those arising out of the real property of the Company.

Number of  
Company } F 7478/3

# THE COMPANIES ACTS 1948 to 1967

## LIST AND PARTICULARS of the Directors and Secretary of an Oversea Company

(Pursuant to section 407 of the Companies Act 1948)

Insert the  
Name of the  
Company

A.H.P. TRAILERS LIMITED

Where incorporated JERSEY

Address of place of business in Great Britain HEATHMILL ROAD, WOMBOURNE,

NEAR WOLVERHAMPTON.

NOTE.—This List must be delivered by the Company to the Registrar of Companies within one month from the establishment of its place of business within Great Britain. If default is made the Company, and every officer or agent of the Company who knowingly or wilfully authorises or permits the default, will be liable to a fine not exceeding £50, or in case of a continuing offence, £5 for every day during which the default continues.

Presented by

Presentor's Reference J.962

E.J.N. HARRIS, ENGLISH SOLICITOR,

LA ROCQUAISE,

ST. BRELADE'S BAY, JERSEY, C.I.

REGISTERED  
25 JUL 1972

Form No. 2F

(No filing fee payable)

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breems Buildings, Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

F18933.1-9-70

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS  
Companies F2

[P.T.O.]



## Particulars of the Persons who are Directors\*

1 Name (In the case of an individual, present Christian name or names and surname.† In the case of a corporation, the corporate name)	2 Any former Christian name or names and surname‡	3 Nationality
SUSAN ELIZABETH BLAKE	NONE	U.K.citizen by birth
BARBARA ANNE JOURNEAUX	NONE	Jersey

## Particulars of the Person who is the Secretary of the Company at the date of this return

1 Name (In the case of an individual, present Christian name or names and surname.† In the case of a corporation or a Scottish firm, the corporate or firm name)	2 Any former Christian name or names and surname‡	3 Usual residential address (In the case of a corporation or a Scottish firm, the registered or principal office)
SUSAN ELIZABETH BLAKE	NONE	La Rocquaise, St.Brelade's Bay, Jersey,C.I.

### NOTES

- \* "Director" includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.
- † "Christian name" includes a forename, and "surname" in the case of a peer or person usually known by a title different from his surname means that title.
- ‡ "Former Christian name" and "former surname" do not include—
- (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
  - (c) in the case of a married woman the name or surname by which she was known previous to the marriage.

NOTE.—This margin is reserved for binding and must not be written a loss

of the Company at the date of this return

4 Usual residential address (In the case of a corporation, the registered or principal office)	5 Other business occupation or directorships (if any). If none, state so §
<p>La Rocquaise, St. Brelade's Bay, Jersey, Channel Islands.</p> <p>Le Coin Ouest, Francfief, St. Brelade, Jersey</p>	<p>Articled Clerk</p> <p>Secretary</p>

NOTE.—This margin is reserved for binding and must not be written across

Date 17<sup>th</sup> July 1972

Signatures of the persons authorised  
under section 407 (1) (c) of the  
Companies Act 1948, or of some  
other person in Great Britain duly  
authorised by the company.

R. J. Davis  
Michael P. Jennings  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

§ In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or some one of those directorships must be entered.

|| Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated.

# THE COMPANIES ACTS 1948 to 1967

LIST OF THE NAMES and Addresses of Persons resident in Great Britain  
authorised to accept service on behalf of an Oversea Company.

(Pursuant to section 407 of the Companies Act 1948)

Insert the  
Name  
of the  
Company

A.H.P. TRAILERS LIMITED

NOTE.—This List must be delivered to the Registrar of Companies within one month from  
the establishment of its place of business within Great Britain.

If any Company fails to comply with the above-mentioned section the Company and  
every officer or agent of the Company is liable to a fine not exceeding £50 or in  
case of a continuing offence £5 for every day during which the default continues.

Presented by

Presentor's Reference J.962

E.J.N. Harris, English Solicitor,

La Rocquaise,

St. Brelade's Bay, Jersey, C.I.

REGISTERED  
25 JUL 1972

Form No. 3F

(No filing fee payable)

The Solicitors' Law Stationery Society, Limited

408-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2 and 14-22 Renfrew Court, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

List of Persons resident in Great Britain authorised to accept on behalf of the Company service of process and any notices required to be served on A.H.P. TRAILERS LIMITED

a Company incorporated in (a) Jersey, Channel Islands  
and which has established a place of business in Great Britain at Heathmill Road, Wombourne, Near Wolverhampton.

Surname	Christian Name	Address
DAVIES	RODERICK ALBERT	28, Princess Street, Manchester M1 4LD.
JENNINGS	MICHAEL PAUL	ditto

(a) Country of origin.

Signatures of the persons  
authorised under s. 407  
(1) (c) of the Companies  
Act 1948, or of some  
other person in Great  
Britain duly authorised  
by the Company.

R. Davies  
Michael P. Jennings  
   
   
 

Dated the 17<sup>th</sup> day of July 1972

NOTE.—This margin is reserved for binding, and must not be written across

# THE COMPANIES ACTS 1948 to 1967

RETURN of ALTERATION in the NAMES or ADDRESSES  
of the persons resident in Great Britain authorised to accept service  
on behalf of an Oversea Company.

*Pursuant to section 409 of the Companies Act 1948.*

sert  
Name  
the  
pany

A. H. P. TRAILERS LIMITED

LIMITED.

NOTE.—This return must be delivered to the Registrar within *twenty-one days* of making such alterations or twenty-one days after the date on which notice thereof could, in due course of post, and if despatched with due diligence, have been received in Great Britain.

If the Company fails to deliver this return within the prescribed time the Company and every officer and agent of the Company is liable to a fine not exceeding £50, or, in the case of a continuing offence, of £5 for every day during which the default continues.

*Presenter's Reference...J.962/N*

E. J. N. Harris,

Oak Walk, St. Peter,

Jersey, Channel Islands.

Form No. 6F  
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited

11-192 Fleet Street E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 55-59 Newhall Street, B'mingham, 3; 31 Charles Street, Cardiff C.F.1; 9 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Return of Alteration in the Names or Addresses of the persons resident in Great Britain authorised to accept on behalf of the Company service of process and any Notices required to be served on A. H. P. Trailers Limited.

\_\_\_\_\_ a Company incorporated in<sup>(a)</sup> Jersey \_\_\_\_\_ and which has established a place of business in Great Britain at Heathmill Road, Wombourne, Nr. Wolverhampton

### PARTICULARS OF ALTERATION.

1. With effect from 1st August 1973 Michael Paul Jennings ceased to be a person authorised to accept service of process and notices on behalf of the Company and Kenneth Shaw of 37 Peter Street, Manchester M2 5GB was appointed in his place as a person so authorised.
2. With effect from 1st August 1973 the address for service of Roderick Albert Davies became 37, Peter Street, Manchester M2 5GB.

Signatures of the persons authorised under Section 407 (1) (c) of the Companies Act 1948 or of some other person in Great Britain duly authorised by the Company.

K. Shaw

R. A. Davies

Dated the 6th day of August 19 73

(a) Country of origin.

NOTE.—The full Names, Addresses and Descriptions should be given of the persons appointed in place of others on the Register. Where the alteration is only in the Address of a person already on the Register the Name and Description and new Address should be given.

Note.—This margin is reserved for binding and must not be written across.

1 4

# THE COMPANIES ACTS 1948 to 1967

## RETURN OF ALTERATION IN THE LIST OR PARTICULARS OF DIRECTORS AND THE SECRETARY OF AN OVERSEA COMPANY

(Pursuant to section 409 of the Companies Act 1948)

Insert the  
Name  
of the  
Company { A. H. P. TRAILERS LIMITED

Where incorporated JERSEY

Address of place of business in Great Britain 37 Peter Street, Manchester M2 5GB

NOTE.—This Return must be delivered to the Registrar of Companies within *twenty-one days* of making such alteration or twenty-one days after the date on which notice thereof could, in due course of post, and if despatched with due diligence, have been received in Great Britain.

If the Company fails to deliver this notice within the prescribed time, the Company, and every officer or agent of the Company who knowingly or wilfully authorises or permits the default, will be liable to a fine not exceeding £50 or, in the case of a continuing offence, £5 for every day during which the default continues.

Presented by

Presentor's Reference J. 962

E. J. N. Harris, Esq.,  
English Solicitor,  
Oak Walk,,  
St. Peter,  
Jersey, C.I.

Form No. 5F  
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;  
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,  
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# RETURN OF ALTERATION in the List

## Particulars of the Persons who

1 Name. (In the case of an individual, present Christian name or names and surname.† In the case of a corporation, the corporate name)	2 Any former Christian name or names and surname ‡	3 Nationality
Susan Elizabeth Blake	None	U.K. Citizen by birth
Jean Leslie Russell	Former surname of Smith changed by Deed Poll	Jersey
Edward John Nigel Harris	None	U.K. Citizen by birth

## Particulars of the Person who

1 Name. (In the case of an individual, present Christian name or names and surname.† In the case of a corporation or a Scottish firm, the corporate or firm name)¶	2 Any former Christian name or names and surname‡	3 Usual residential address. (In the case of a corporation or a Scottish firm, the registered or principal office)¶
Susan Elizabeth Blake	None	Oak Walk, St. Peter, Jersey, Channel Islands.

NOTE.—This margin is reserved for binding and must not be written across.



are Directors\* of the Company.

4 Usual residential address. (In the case of a corporation, the registered or principal office)	5 (Other business occupation or directorships (if any). If none, state no §	6 Remarks as to the alteration
Oak Walk, St. Peter, Jersey, Channel Islands.	Articled Clerk	Change of address
Sous les Arbres, St. Peter's Valley, St. Peter, Jersey, Channel Islands.	Accountant	Appointed to fill the vacancy caused by the resignation of Barbara Anne Journeaux.
La Chapelle de Ste. Marguerite, Grouville, Jersey, Channel Islands.	Notary Public	Appointed as additional Director.
	No other U.K. Directorships.	

is the Secretary of the Company

Remarks as to the alteration ||

Change of address.

Date 16 February 1976

Signatures of the persons  
authorised under section 407  
(1) (c) of the Companies Act  
1948, or of some other person  
in Great Britain duly author-  
ised by the company.

*K. P. S.*

#### NOTES

- § In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.
- || A complete list of the directors and secretary shown as existing in the last return must always be given. A note of the changes since the last list was filed should be made in this column, e.g., by placing against a new director's name the words "In place of" and by writing against any former director's name the words "dead", "resigned", or as the case may be.
- § Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated.

NOTE.—This margin is reserved for binding and must not be written across.

No. of Company F 7478

Form No. 5F  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

## Return of alteration in the list or particulars

## of Directors and the Secretary of an overseas company

Pursuant to Section 409 of the Companies Act 1948

Name of Company ..... A.H.P. TRAILERS LIMITED .....

Where incorporated .. JERSEY, CHANNEL ISLANDS .....

Address of place of  
business in Great Britain..... HEATH MILL ROAD, WOMBOURNE, WOLVERHAMPTON, WEST MIDLANDS. ....

## Particulars of the persons who are directors of the company (Note 2)

Name (Notes 3 and 4)	Nationality	Address (Note 5)	Other business occupation or directorships if any If none, state so (Note 6)	Remarks as to the alteration (Note 7)
EDWARD JOHN NIGEL HARRIS	UK	La Chapelle de Ste. Marguerite, Grouville, Jersey, Channel Islands.	Notary Public Director of D.F. Distributors Limited and English company	
SUSAN ELIZABETH BLAKE	UK	Oak Walk, St. Peter, Jersey, Channel Islands.	Notary Public	
JEAN LESLIE RUSSELL (nee Smith)	JERSEY	Sous Les Arbres, St. Peters Valley, Jersey, Channel Islands.	None	Resigned

## Particulars of the person who is the secretary of the company

Name (Notes 4, 8 and 9)	Address (Notes 9 and 10)	Remarks as to the alteration (Note 7)
SUSAN ELIZABETH BLAKE	OAK WALK, ST. PETER, JERSEY, CHANNEL ISLANDS	-

Signatures of the persons authorised  
under Section 407(1)(c) of the Companies  
Act 1948 or of some other person in  
Great Britain duly authorised by the company

Please see notes overleaf

Date ..... 26<sup>th</sup> February 1980 .....

Presented by: E.J.N. HARRIS,  
ENGLISH SOLICITOR,  
OAK WALK,  
ST. PETER,  
JERSEY, CHANNEL ISLANDS.  
Presentor's reference: 21725



No. of Company F 2478

(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

Return of alteration in the names and addresses  
of persons resident in Great Britain authorised to accept service  
on behalf of an overseas company

Pursuant to Section 409 of the Companies Act 1948

Name of Company ..... A.H.P. TRAILERS LIMITED

Return of alteration in the names or addresses of the persons resident in Great Britain authorised to  
accept on behalf of the company service of process and any notices required to be served on the above-named  
company, a company incorporated in (see note 1) ..... JERSEY, CHANNEL ISLANDS  
and which has established a place of business in Great Britain at ..... HEATH MILL ROAD, WOMBOURNE,  
WOLVERHAMPTON, WEST MIDLANDS.

(Insert below particulars of the alteration)

Kenneth Shaw,  
c/o Foysters,  
37, Peter Street,  
Manchester, M2 5GB.

Signatures of the persons authorised  
under Section 407(1)(c) of the Companies  
Act 1948 or of some other person in  
Great Britain duly authorised by the  
Company.

Date

K Shaw  
26<sup>th</sup> February 1980

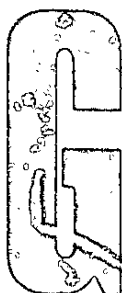
## Notes:

1. Insert country of origin
2. This return must be delivered to the Registrar of Companies within 21 days after the date on which particulars of the alteration could, in the ordinary course of post, have been received in Great Britain from the place where the company is incorporated

Presented by: E.J.N. HARRIS,  
ENGLISH SOLICITOR,  
OAK WALK,  
ST. PETER,  
JERSEY, C.I.

Presenter's reference: 21725





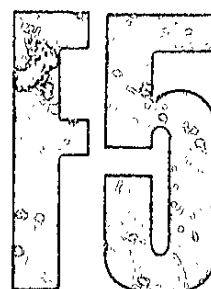
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# THE COMPANIES ACTS 1948 TO 1976

## Return of alteration in the directors or secretary of an oversea company or in their particulars

Pursuant to section 409(1) of the Companies Act 1948  
as amended by the Companies Act 1976.



Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

119

F 21725 FY478

Name of company

A.H.P. TRAILERS LIMITED

† Insert country  
of origin

Incorporated in Jersey, Channel Islands.

Place of business in Great Britain established at

5th Floor, Harvester House, 37 Peter Street, Manchester M2 5GB.

**Note**  
Please read  
notes overleaf  
before  
completing this  
form

hereby notifies you in accordance with section 409(1) of the Companies Act 1948  
as amended by the Companies Act 1976 that:

Mr. Edward John Nigel Harris and Miss Susan Elizabeth Blake have resigned as  
Directors of the Company and Miss Blake has resigned as Secretary. Messrs.  
Anthony Howard Phillips and Mr. David Brian Glaze have been appointed Directors  
in their stead and Mr. Glaze has been appointed Secretary.

Particulars of director or secretary

Name (note 3) ANTHONY HOWARD PHILLIPS

Former name(s) (note 4) None

Address (note 5) Springhill House, Springhill Lane, Lower Penn,  
Wolverhampton, West Midlands.

Business occupation or particulars of one other directorship (note 6) Nationality  
SALES & GENERAL ADMIN. ARTIC TRAILER MFGS. British

Presenter's name, address and  
reference (if any):

Nigel Harris & Partners,  
Oak Walk,  
St. Peter,  
Jersey C.I.

Ref: 21725/S

For official use  
General section

Post room

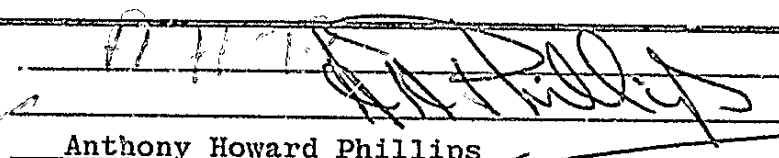


## Particulars of directors (continued)

Name (note 3) <b>DAVID BRIAN GLAZE</b>	
Former name(s) (note 4) <b>None</b>	
Address (note 5) <b>16 Rugby Road, Woolaston, Stourbridge, West Midlands</b>	
Business occupation or particulars of one other directorship (note 6) <b>SECRETARY &amp; FINANCE ARTICULAR MFRS.</b>	Nationality <b>British</b>

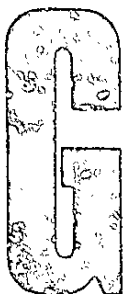
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in black type, or  
bold block lettering

Name (note 3)	
Former name(s) (note 4)	
Address (note 5)	
Business occupation or particulars of one other directorship (note 6)	Nationality

Signature(s) of the person(s) authorised under section 407 (1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company.	 <b>Anthony Howard Phillips</b>
Date <b>26/6/84.</b>	

## Notes

- 1 If the space allowed is insufficient, the names and particulars must be entered on the prescribed continuation sheet(s).
- 2 This return must be delivered to the Registrar of Companies within 21 days after the date on which particulars of the alteration could in the ordinary course of post, have been received in Great Britain from the place where the company is incorporated.
- 3 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.
- 4 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename.  
'Former Christian name' and 'former surname' do not include.
  - a in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - b in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
  - c in the case of a married woman, the name or surname by which she was known previous to the marriage.
- 5 Usual residential address must be given or, in the case of a corporation, the registered or principal office.
- 6 In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or one of those other directorships must be entered.
- 7 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.



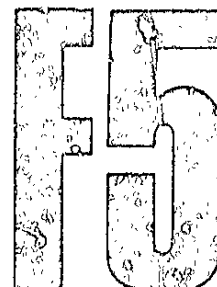
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# THE COMPANIES ACTS 1948 TO 1976

## Return of alteration in the directors or secretary of an oversea company or in their particulars

Pursuant to section 409(1) of the Companies Act 1948  
as amended by the Companies Act 1976.



Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

24

F7478

Name of company

AHP TRAILERS LIMITED

Insert country  
of origin

Incorporated in JERSEY, CHANNEL ISLANDS

Place of business in Great Britain established at

5TH FLOOR, MANCHESTER HOUSE, 37 PATRICK STREET,  
MANCHESTER M2 6GB

**Note**  
Please read  
notes overleaf  
before  
completing this  
form

hereby notifies you in accordance with section 409(1) of the Companies Act 1948  
as amended by the Companies Act 1976 that:

ON THE 16TH APRIL 1984 MR E. J. N. HARRIS AND MISS  
SE BLAKE RESIGNED AS DIRECTORS OF THE COMPANY AND  
THE FOLLOWING WERE APPOINTED

Particulars of director or secretary

Name (note 3) ANTHONY HOWARD PHILLIPS

Former name(s) (note 4)

Address (note 5) SPRINGHILL HOUSE, SPRINGHILL LANE, LOWER FOSN  
WOLVERHAMPTON WEST MIDDLESEX

Business occupation or particulars of one other directorship (note 6)

DRANISSE LIMITED

Nationality

BRITISH

Presenter's name, address and  
reference (if any):

BRITAIN-REXAN  
COLLEGE CHAMBERS  
177 CORPORATION STREET  
BIRMINGHAM

For official use  
General section

Post room



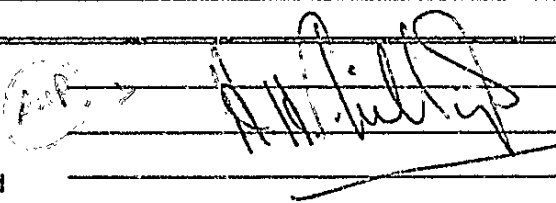
Particulars of directors (continued)

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

Name (note 3) <b>DAVID BRIAN GLAZE</b>	
Former name(s) (note 4) <b>—</b>	
Address (note 5) <b>16 RUGBY ROAD, WALLATON, STOURBRIDGE</b> <b>WEST MIDDLANDS</b>	
Business occupation or particulars of one other directorship (note 6) <b>—</b>	Nationality <b>BRITISH</b>

Name (note 3)	
Former name(s) (note 4)	
Address (note 5)	
Business occupation or particulars of one other directorship (note 6)	
Nationality	

<p>Signature(s) of the person(s) authorised under section 407 (1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company.</p> <p>Date <b>16/4/84</b></p>	
---	---

Notes

- 1 If the space allowed is insufficient, the names and particulars must be entered on the prescribed continuation sheet(s).
- 2 This return must be delivered to the Registrar of Companies within 21 days after the date on which particulars of the alteration could, in the ordinary course of post, have been received in Great Britain from the place where the company is incorporated.
- 3 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.
- 4 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename.  
'Former Christian name' and 'former surname' do not include:
  - a in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - b in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
  - c in the case of a married woman, the name or surname by which she was known previous to the marriage.
- 5 Usual residential address must be given or, in the case of a corporation, the registered or principal office.
- 6 In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or one of those other directorships must be entered.
- 7 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

G

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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*Insert country  
of origin.

**Note**

Please read  
notes overleaf  
before complet-  
ing this form

**THE COMPANIES ACTS 1948 TO 1976**

**Return of alteration in the names and addresses  
of persons resident in Great Britain authorised  
to accept service on behalf of an overseas company**

Pursuant to section 409(1) of the Companies Act 1948 as amended by the  
Companies Act 1976

F6

For official use Company number

22

F 7478

Name of company

A. H. P. TRAVELERS LIMITED

Incorporated in\* JERSEY, CHANNEL ISLANDS

Place of business in Great Britain established at

5TH FLOOR, HARVESTER HOUSE, 37 PETER STREET,  
MANCHESTER M2 5GB**Particulars of alteration:**

ON THE 26TH JUNE 1984 THE FOLLOWING NAMED PERSON WAS  
AUTHORISED TO ACCEPT ON BEHALF OF THE COMPANY SERVICE  
OF PROCESS AND ANY NOTICES REQUIRED TO BE SERVED ON  
THE COMPANY :-

ANTHONY HOWARD PHILLIPS : SPRINGHILL HOUSE, SPRINGHILL LANE,  
LOWER PENN, WEST MIDLANDS

Signature(s) of the person(s)  
authorised under section  
407(1)(c) of the Companies Act  
1948, or of some other person in  
Great Britain duly authorised  
by the company

Date

26/6/84

Presentor's name, address and  
reference (if any):

BERNARD AND BEVAN  
CAMBRIDGE CAMBERS  
177 COLCHESTER STREET,  
BIRMINGHAM.

For official use  
General section

Post room







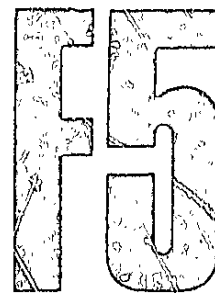
Please do not  
write in this  
binding margin



# THE COMPANIES ACTS 1948 TO 1976

## Return of alteration in the directors or secretary of an overseas company or in their particulars

Pursuant to section 409(1) of the Companies Act 1948  
as amended by the Companies Act 1976.



Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

213

F7478

Name of company

A. H. P. TRAILLES LIMITED

Insert country  
of origin

Incorporated in JERSEY, CHANNEL ISLANDS

Place of business in Great Britain established at

5TH FLOOR, HARVESTER HOUSE, 37 ARSE STREET,  
MANCHESTER M2 5GB

**Note**  
Please read  
notes overleaf  
before  
completing this  
form

hereby notifies you in accordance with section 409(1) of the Companies Act 1948  
as amended by the Companies Act 1976 that:

ON 16TH APRIL 1984 MISS R.E. BLAKE RESIGNED AS  
SECRETARY OF THE COMPANY AND THE FOLLOWING WAS  
APPOINTED

Particulars of director or secretary

Name (note 3) DAVID BRIAN GLAZE

Former name(s) (note 4) —

Address (note 5) 16 RUGBY ROAD, WOLLASTON, STOURBRIDGE,  
WEST MIDLANDS

Business occupation or particulars of one other directorship (note 6)

SECRETARY

Nationality

BRITISH

Presenter's name, address and  
reference (if any):

BELTAN AND BEVAN  
CAMBRIDGE CHAMBERS  
177 COLFORTH STREET  
BIRMINGHAM

For official use  
General section

Post room



Particulars of directors (continued)

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

Name (note 3)	
Former name(s) (note 4)	
Address (note 5)	
Business occupation or particulars of one other directorship (note 6)	Nationality

Name (note 3)	
Former name(s) (note 4)	
Address (note 5)	
Business occupation or particulars of one other directorship (note 6)	Nationality

<p>Signature(s) of the person(s) authorised under section 407 (1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company.</p> <p>Date 16/4/84</p>	
--	--

Notes

- 1 If the space allowed is insufficient, the names and particulars must be entered on the prescribed continuation sheet(s).
- 2 This return must be delivered to the Registrar of Companies within 21 days after the date on which particulars of the alteration could, in the ordinary course of post, have been received in Great Britain from the place where the company is incorporated.
- 3 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.
- 4 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename.  
'Former Christian name' and 'former surname' do not include:
  - a in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - b in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
  - c in the case of a married woman, the name or surname by which she was known previous to the marriage.
- 5 Usual residential address must be given or, in the case of a corporation, the registered or principal office.
- 6 In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or one of those other directorships must be entered.
- 7 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

G

## COMPANIES FORM No. 692(1)(c)

Return of alteration in the  
names or addresses of persons  
resident in Great Britain  
authorised to accept service  
on behalf of an overseas company

692(1)(c)

Please do not  
write in this  
margin

Pursuant to section 692(1)(c) of the Companies Act 1985

**Note:** The time within which a return containing the particulars  
of alteration is to be delivered to the Registrar is  
twenty one days after the making of such alterations.

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

1219

F 7478

Name of company

\* A.H.P. TRAILERS LIMITED

\* enter corporate  
name

notifies you of the following alteration(s) in the name(s) or address(es) of persons resident in Great  
Britain authorised to accept service on behalf of the company

BRITTAIN + BEVAN  
METROPOLITAN HOUSE  
18TH FLOOR 1, HAGLEY ROAD  
EDGBASTON  
BIRMINGHAM  
B16 8TG

† delete as  
appropriate

Signed

[Director][Secretary][Person Authorised]† Date

24/1/89

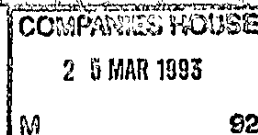
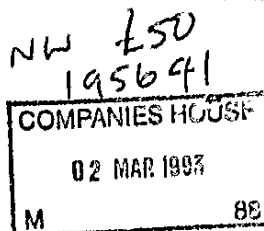
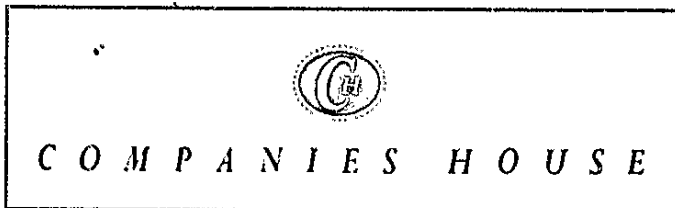
Presentor's name address and  
reference (if any):

BRITTAIN + BEVAN  
METROPOLITAN HOUSE  
18TH FLOOR  
1, HAGLEY ROAD  
EDGBASTON  
BIRMINGHAM B16 8TG

For official Use  
General Section

Post room

COMPANIES HOUSE  
24 JAN 1989  
10



BR1

This form should be completed in block.

**Return delivered for registration of a branch of  
an overseas company**  
(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

(See note 5) Corporate name  
(name in parent state)

Business name  
(if different to corporate name)

Country of Incorporation

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office  
use only

CN

FC 7498

BN

BR 353.

A.H. P TRAILERS LIMITED

JERSEY

JERSEY

V/A

and registration no. 5490

PRIVATE

**1** See note 2

**PART A - COMPANY DETAILS <sup>1</sup>**

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

JERSEY

Accounting  
requirements

Period for which the company is required to prepare accounts by  
part 17 law, from 01-07-91 to 30-06-92

Period allowed for the preparation and public disclosure of accounts  
for the above period 9 (NINE) months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

Objects of company

Issued share capital

OAK WALK . ST PETER  
JERSEY CHANNEL ISLANDS  
MANUFACTURE, SALE & REPAIR OF ARTICULATED TRAILERS  
THREE HUNDRED POUND. Currency POUNDS STERLING

Company Secretary(ies)

(See note 10)

Name

\*Style/Title MR

Forenames DAVID BRIAN

Surname GAZZ

\*Honours etc.

Previous Forenames

Previous surname

Address

16 RUGBY ROAD. WOLLASTON  
STOURBRIDGE

Post town

County/Region WEST MIDLANDS

Postcode DY8. 4RT

Country ENGLAND

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Secretary(ies)

(See note 10)

Name

\*Style/Title

Forenames

Surname

\*Honours etc.

Previous Forenames

Previous surname

Address

Post town

County/Region

Postcode

Country

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

( You may photocopy this page if required)

## Directors

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised

Only give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title MR

Forenames DAVID BRIAN

Surname SHARPE

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

16 RUGBY ROAD  
WOLLESTON

Post town STOUR BRIDGE

County/Region WEST MIDLANDS

Postcode D.Y.P. 4.R.T.

Country \_\_\_\_\_

Date of Birth

18 03 44

Nationality BRITISH

Business Occupation ACCOUNTANT

Other Directorships NONE

The extent of the authority to represent the company is :- (give details)

TO ACCEPT SERVICE OF PROCESS ON  
THE COMPANIES BEHALL.

These powers :-

#

☐

May be exercised alone

#

OR

☒

Must be exercised with :-

(Give name(s) of co-authorised person(s))

ANTHONY HOWARD PHILLIPS

## Directors

(See note 10)

Name

### \* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\* Style/Title MR

Forenames Anthony NIVERS

Surname PHILLIPS

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

THE MANOR HOUSE

TRY SUI

Post town WOLVERHAMPTON

County/Region WEST MIDLANDS

Postcode WV5 7JF

Country \_\_\_\_\_

Date of Birth

200726

Nationality BRITISH

Business Occupation MANAGING DIRECTOR

Other Directorships AHP ESTATES LTD

AHP TRAILER RENTAL LTD

The extent of the authority to represent the company is :- (give details)

TOTAL power of decision to decide upon  
THE FINANCIAL & LEGAL AFFAIRS OF  
THE COMPANY

These powers :-

# ☒ May be exercised alone

# OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

• Constitution of company

(See notes 8 to 9)

# Mark box(es)  
as applicable

(See note 9)

- # ☐ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☐ \* A certified translation  
\*Is/are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☐ A copy of the latest accounts of the company  
AND  
☐ A certified translation  
\*Is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☒ The Constitutional documents (\*and certified translations)  
AND/OR  
☒ The latest accounts (\*and certified translations)  
of the company were previously delivered on the registration of the branch of the company at :-  
Cardiff ☒ Edinburgh ☐ Belfast ☐  
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- # ☒ The Constitutional documents (\*and certified translation)  
AND/OR  
☒ Particulars of the current directors and secretary(s)  
were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.



## PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate

### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate)

\*Style/Title MR  
Forenames Anthony Rowles  
Surname Phillips  
Address THE MANOR HOUSE

TRY SUE  
Post town WOLVERHAMPTON

County/Region West Midlands Postcode WV5 7JF

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

TOTAL POWER OF DECISION TO DECIDE UPON  
THE FINANCIAL HEALTH AFFAIRS OF THE  
Company.

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.



• Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.



Mark box(es) as appropriate

(You may photocopy this page as required)

\*Style/Title MR  
Forenames ANTHONY HOWARD  
Surname PHILLIPS  
Address THE MANOR HOUSE  
TRY SULL

Post town WOLVERHAMPTON  
County/Region WEST MIDLANDS Postcode W.V.5. 7FF.

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

TOTAL POWER OF DECISION TO DECIDE UPON  
THE FINANCIAL & LEGAL AFFAIRS OF  
THE COMPANY.

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

THE REPRESENTATIVES OF :

LEX NOMINIS LTD

LEX NOMINIS (INT'L) LTD

WALK CONSULTANTS LTD

Address of branch

(See note 11)

Address HEATH HILL ROAD,  
WOMBOURNE  
 Post town WOLVERHAMPTON  
 County\Region WEST MIDLANDS Postcode WV5 8AP

Branch Details

(See note 12)

Date branch opened 15/05/72  
 Business carried on at branch  
MANUFACTURE, SALE & REPAIR OF  
ARTICULATED TRAILERS

SIGNATURE

Signed [Signature]  
 ( \* Director / Secretary / Permanent representative )  
 Date 12 January 1993  
 This form contains CONTINUATION continuation sheets.

To whom should Companies House  
 direct any enquiries about the  
 information on this form?

Name Hacker Young  
Metropolitan House  
 Address 1 Hagley Road  
Edgbaston  
Birmingham B16 8TG  
 Postcode \_\_\_\_\_  
 Telephone \_\_\_\_\_ Extension \_\_\_\_\_

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at  
 for branches established in England and Wales

for branches established in Scotland

Companies House  
 Crown Way  
 Cardiff  
 CF4 3UZ

Companies House  
 100 - 102 George Street  
 Edinburgh  
 EN2 3DJ

FILE COPY



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC007478

Branch No. BR000353

The Registrar of Companies for England and Wales hereby certifies that  
A.H.P. TRAILERS LIMITED

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 1st April 1993

*H. G. Peel*

For The Registrar Of Companies



C O M P A N I E S   H O U S E