

Company no. 01456233

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**

**T. S. INTERNATIONAL FREIGHT FORWARDERS LIMITED**

Circulation Date *4 April* 2008

On the *4* day of *April* 2008 the following Written Resolutions were duly passed as Special Resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006

**RESOLUTION 1**

"That the 12,750 ordinary shares in the capital of the Company held by Ronald Coulson be and they are hereby reclassified to become 12,750 'A' ordinary shares of £1 00 each."

**RESOLUTION 2**

"That the 12,250 ordinary shares in the capital of the Company held by Petronella Maria Coulson be and they are hereby reclassified to become 12,250 'A' ordinary shares of £1 00 each "

**RESOLUTION 3**

"That the present articles of association of the Company be abrogated and thereupon replaced by adopting new articles of association submitted to this meeting and approved without amendment "

.. .  
  
Director

WEDNESDAY



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16/04/2008

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COMPANIES HOUSE

**COMPANY NO. 01456233**

**THE COMPANIES ACTS 1985 AND 1**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**

**T S INTERNATIONAL FREIGHT FORWARDERS LIMITED**

**1. PRELIMINARY**

- 1 1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles ("**Table A**") apply to T S International Freight Forwarders Limited ("**the Company**") except in so far as they are excluded or varied by these articles.
- 1 2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits
- 1.3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 76-79, 84, 94 and 118 of Table A do not apply to the Company
- 1 4 The Company is a private company and no shares or debentures of the Company may be offered to the public

**2. SHARE CAPITAL**

- 2 1. The share capital of the Company is £50,000 divided into 25,000 Ordinary shares of £1 00 each ("**Ordinary Shares**") and 25,000 "A" Ordinary shares of £1 00 each ("**A**" Shares)
- 2 2. The holders of the Ordinary Shares (but not the A Shares) shall be entitled to participate in the profits of the Company available for distribution in such amounts and in such manner as the Company may resolve in general meeting.
- 2 3. In the event of a winding-up, the assets of the Company (including uncalled shares at the commencement of the winding-up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding-up shall be applied in the repayment of capital paid up or credited as paid up on all Ordinary Shares in proportion to the nominal amount paid up or credited as paid up on all such ordinary Shares
- 2 4. The holders of the Ordinary Shares (but not the holders of the A Shares) shall be entitled to receive notice and to attend and vote at general meetings of the Company.

- 2.5 The sole rights attaching to the "A" Shares is the exclusive right to receive the Company's entitlement to the proceeds of the sale of the entire issued Share Capital of its subsidiary Telford Freight Terminal Limited (Company No 02559200) (whether such consideration is receivable in cash or otherwise)
- 2.6 Subject to the Act and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by special resolution determine
- 2.7 In accordance with and subject to the provisions of Part V of the Companies Act 1985 or the appropriate provisions of the Companies Act 2006 from time to time in force the Company may
- 2.7.1. subject to any rights conferred on the holders of any other shares issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder,
- 2.7.2. subject to any rights conferred on the holders of any class of shares purchase its own shares (including any redeemable shares),
- 2.7.3 make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

### **3. LIEN**

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation

### **4. TRANSFER OF SHARES**

The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share.

### **5. PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.
- 5.2. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote

## **6. VOTES OF MEMBERS**

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every member present in person or by proxy shall have one vote, unless the proxy is himself a member entitled to vote and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder

## **7. NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum The minimum number of directors is one

## **8. ALTERNATE DIRECTORS**

- 8 1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present.
- 8 2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his appointor's absence But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK
- 8 3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct

## **9. POWERS OF DIRECTORS**

- 9.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 or the corresponding section of the Companies Act 2006 in force from time to time for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. This authority may be varied or revoked by ordinary resolution of the Company
- 9 2 The directors are authorised in accordance with section 91 of the Companies Act 1985 to allot shares of the Company as if section 89(1) of the Companies Act 1985 did not apply to the allotment This power will expire on the date the section 80 of the Companies Act 1985 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date

## **10. APPOINTMENT AND RETIREMENT OF DIRECTORS**

10 1 No person shall be appointed a director at any general meeting unless.

10 1.1 he is recommended by the directors, or

10 1.2. not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed

10.2 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors

10 3 Subject as aforesaid the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director

10 4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution.

## **11. DIRECTORS' APPOINTMENTS AND INTERESTS**

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

## **12. PROCEEDINGS OF DIRECTORS**

12 1. A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum

- 12.2. Subject to disclosure in accordance with section 317 of the Companies Act 1985 or the corresponding clause within the Companies Act 2006, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

### 13. INDEMNITY

- 13.1. Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs
- 13.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs.

I certify that this is a true copy of the Articles of Association of T S International Freight Forwarders Limited as adopted by written resolution dated *4 April* 2008

  
Chairman