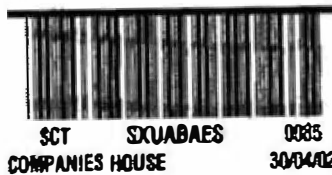


COMPANIES HOUSE
FV PAID £80
EDINBURGH

230949

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
TRANSPORT INITIATIVES EDINBURGH LIMITED



CEC00775279_0001

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

TRANSPORT INITIATIVES EDINBURGH LIMITED

- 1 The Company's name is "TRANSPORT INITIATIVES EDINBURGH LIMITED"
- 2 The Company's registered office is to be situated in Scotland.
- 3 The Company's objects are:-
 - 3.1 (a) (i) To promote, support and/or effect the development, procurement and implementation of projects defined or referred to in an integrated transport strategy as determined and varied from time to time by The City of Edinburgh Council; and to do all such other things as are incidental or conducive to the attainment of those objects;
 - (ii) to carry on, promote or develop any trade or business in the field of transport required in connection with the said integrated transport strategy including the establishment and management of a road user charging Scheme, achieving statutory approval for the Scheme, informing the public of the Scheme, carrying out the development of the Scheme, implementing the Scheme and managing the operation of the Scheme and to provide services of all kinds which may be required, directly or indirectly, in connection with any of the foregoing;
 - (iii) to establish, acquire, conduct and carry on the business and businesses of providing or procuring the provision by others of any service, need or requirement with regard to and in respect of any transport projects.
- (b) To promote the interests of any company which is at the time a subsidiary, the holding company, or a subsidiary of any holding company of the Company, in any manner whatever and in particular by paying or discharging the liabilities of such other company or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities, by granting any charge in security of any such indemnity or guarantee or in security of the payment of money or performance of obligations by such other company or by transferring any assets to such other company, and in each case either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests, to the intent that the promotion of the interests of any such other company shall be an object and not a power of the Company;

- 3.2 to purchase, feu, take on lease, hire or otherwise acquire, and to sell, let or otherwise dispose of in whole or in part, any land, interests in land, buildings, plant and machinery, stock-in-trade, business concerns and any other heritable or moveable, real or personal property and to develop, construct, alter, demolish, manage and maintain any of the foregoing;
- 3.3 to borrow or raise money or accept money on deposit and to secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge in any manner whatsoever permitted in any jurisdiction in which the Company has assets or carries on business and in particular by way of fixed charge or floating charge over the whole or part of the undertaking and all or any of the property and assets (both present and future), to burden or pledge the uncalled capital of the Company and to create, issue and accept securities;
- 3.4 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, documentary credits and other negotiable or transferable instruments of every kind;
- 3.5 to lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by, or the performance of obligations of any kind (including without prejudice to the generality hereof the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, any stocks, shares, debentures, debenture stock or other securities or borrowings) by the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company (all as defined by Section 736 of the Companies Act 1985 and any statutory amendment or re-enactment thereof) or any company associated with the Company in business or by reason of common shareholdings or otherwise;
- 3.6 to invest and deal with the funds of the Company not immediately required in such investments or securities and in such manner as may from time to time be determined by the Directors;
- 3.7 to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to deal with and dispose of the same;
- 3.8 to acquire and hold all or any part of the undertaking, property, business or assets of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake, whether as part of the consideration for such acquisition or otherwise, all or any of the liabilities of such person or company, to deal with and dispose of all or any of the foregoing as the Directors may consider appropriate;

- 3.9 to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test and improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, copyright, moral rights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon;
- 3.10 to insure against losses, damages, risks and liabilities of all kinds which may affect the Company and to purchase and maintain for any officer of the Company or the auditors of the Company insurance against any liability as is mentioned in section 310 of the Companies Act 1985;
- 3.11 to issue and allot securities of the Company for cash or in payment or part payment for any property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose;
- 3.12 to pay out of funds of the Company all expenses which the Company may lawfully pay, or incidental to, the formation and registration of or the raising of money for the Company or the issue of any securities, or the application to any recognised investment exchange for listing for, or dealing in any or all of its securities, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of securities or rights of the Company;
- 3.13 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of, or shall have rendered services of any kind to the Company or any company which is the holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Provided that without the previous sanction of an Ordinary Resolution of the Company the foregoing power shall not be exercised in favour of any person who

is or was a director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person;

- 3.14 to compensate for loss of office any officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged; Provided that the foregoing power shall not be exercised in favour of any person who is or was a director of the Company and who does not hold or has not held any salaried employment in the Company;
- 3.15 to promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorised to carry on or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any securities of any such company;
- 3.16 to sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions;
- 3.17 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 3.18 to do all or any of the above things and either as principals, agents, trustees, contractors or otherwise and either along or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise;
- 3.19 to exercise all powers which would be available to the Company under Section 3A of the Companies Act 1985 if its object was to carry on business as a general commercial company;
- 3.20 to do all such things as in the opinion of the Directors are or may be incidental or conducive to the above objects or any of them;

And it is hereby declared that for the purposes of this Clause:

- (a) the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
- (b) "Directors" shall mean the directors of the Company from time to time;

- (c) "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
 - (d) "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
 - (e) "and" and "or" shall mean "and/or";
 - (f) "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible;
 - (g) words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other gender; and words importing natural persons shall include corporations and vice versa; and
 - (h) The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto; and they shall not, except where the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, and the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £1,000 divided into 1,000 Shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my respective name.

NAMES AND ADDRESSES OF SUBSCRIBER

NUMBER OF SHARES TAKEN BY SUBSCRIBER

Signature  1

Name Tom Aitchison on behalf of The City of Edinburgh Council

Address City Chambers, High Street, Edinburgh EH1 1 YJ

Total Shares Taken 1

Dated 25 April 2002

Witness to the above signature:

Signature



Name RUTH DUNNIGAN

Address Council Headquarters
Wellington Court
10 Waterloo Place
Edinburgh EH1 3EG

MXW459GT.SA(1)
16/08/01

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

(altered by Written Resolutions dated 23 August 2004 and 9 and 13 October 2006)

of

TIE LIMITED

PRELIMINARY

1. Subject to the provisions hereinafter contained, the Regulations contained in 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 1985 ("Table A") so far as not excluded altered or modified by or inconsistent with the following Articles shall apply to the Company and be deemed to be incorporated herein.

2. Regulations 24, 64, 73 to 80 inclusive, 82, 89, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36B of the Act";

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum";

Regulation 54 by the addition of the words "or by proxy" between the words "vote" and "shall";

Regulation 66 by the addition of the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" between the words "shall" and "be";

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person, or persons, not being a Director of the Company.";

Regulation 85(c) by the addition of the words "subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not"; and

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other gender; and words importing natural persons shall include corporations and vice versa.

PRIVATE COMPANY

3. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any shares or debentures of the Company.

SHARE CAPITAL

4. The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit; provided that:-
 - (a) the maximum nominal amount or relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
 - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
5. Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

PROCEEDINGS AT GENERAL MEETINGS

6. In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
7. In the case of a corporation, the director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.

POWERS OF DIRECTORS

8. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

PROCEEDINGS OF DIRECTORS

9. The quorum for the transaction of the business of the Company shall be three Directors.
10. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.

DIRECTORS

11. Unless otherwise determined by special resolution, the maximum number of Directors shall be nine and the minimum shall be not less than two. The first Directors of the Company shall be the persons named in the Statement of First Directors filed with the Registrar of Companies pursuant to Section 10 of the Act.
12. Any Director or a member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute a presence in person at such meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

13. The City of Edinburgh Council as constituted from time to time (in these Articles called the "Council") may appoint any person to be a Director or remove any Director from office at any time. Any appointment may be on such conditions and terms of office as the Council thinks fit. Every appointment or removal shall be by notice in writing and signed on behalf of the Council and shall take effect upon receipt of said notice at the registered office of the Company or by the Secretary. Directors may only be appointed pursuant to the provisions of this Article.
14. The number of Directors shall be not less than two and shall not exceed a total of nine constituted by a maximum of five Directors and four Council Directors.
15. Regulation 81 of Table A shall be deemed extended by the addition of a further paragraph (f):

"(f) he shall be removed pursuant to any power of removal contained in Articles 13 and 17 of the Company's Articles of Association".
16. A Director shall not be required to hold any share of the Company by way of qualification.

APPOINTMENT AND REMOVAL OF COUNCIL DIRECTORS

17. The Council shall be entitled by notice in writing delivered to the Company to appoint up to four persons as Directors of the Company (referred to in these Articles as Council Directors and Council Director shall be construed accordingly) (such appointments to made either collectively or individually) and at any time by like notice to remove from office any Council Director so appointed by the Council and to appoint another person as a Council Director in the place of any Council Director so appointed who may be removed from office or who may die, resign or otherwise vacate office. Every appointment or removal of a Council Director by the Council made pursuant to this Article shall be effected by notice in writing and either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed on behalf of the Council by an authorised officer of the Council or by an existing Council Director and shall take immediate effect as at the actual time of such lodgement or delivery or at such later time as shall be specified in the notice. Council Directors may only be appointed pursuant to the provisions of this Article.

APPOINTMENT OF CHAIRMAN

18. The Council shall be entitled by notice in writing delivered to the Company to appoint either one of the Directors or one of the Council Directors as the Chairman of the Board of Directors of the Company and at any time by like notice to remove from office the Chairman so appointed and to appoint another Director as the Chairman in his place. Every appointment or removal of the Chairman by the Council pursuant to this Article shall be effected by notice in writing either (i) lodged at the registered office of the Company or (ii) delivered to a duly constituted meeting of the Directors of the Company (whether at the beginning or at any time during such meeting) and signed on behalf of the Council by an authorised officer of the Council or by the other Council Directors and shall take immediate effect as at the actual time of such lodgement or delivery or at such later time as shall be specified in the notice. The Chairman appointed as aforesaid shall preside at every meeting of the Directors at which he is present but if such Chairman is not present within five minutes after the time appointed for the meeting the Council Directors present shall nominate one of them to preside as Chairman and if only one Council Director is present or if no Council Director is present as the case may be then the meeting shall be dissolved. The Chairman shall have one vote only and no casting vote.

INDEMNITY

19. Subject to the provisions of the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:-
- (a) in defending any proceedings, whether civil or criminal in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any findings or admissions of any material breach of duty on his part; or
 - (b) in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.