

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

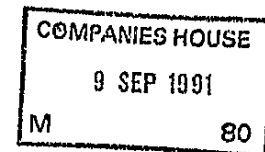
OF

HARBOUR & GENERAL WORKS LIMITED

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PASSED 30TH AUGUST 1991

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At an Extraordinary General Meeting of the above Company duly convened and held at Springwall, Gateshead on 30th day of August 1991 the following Special Resolution was duly passed:-

"That the following addition to the Articles of Association be approved:-

Appointment of Divisional Director

The directors shall have power from time to time by resolution to appoint any one or more persons to the office of divisional director of the company and the following provision with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of a divisional director shall be determined from time to time by the directors with full power to make such arrangements as they think fit; and the directors shall have the right to enter into any contracts on behalf of the company or transact any business of any description without the knowledge or approval of a divisional director, except that no act shall be done that would impose any personal liability on any divisional director except with his full knowledge and consent.
- (ii) The directors may also from time to time remove any divisional director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the divisional director and the company.

- (iii) The appointment of a person to be a divisional director may be in place of or in addition to his employment by the company in any other capacity but unless otherwise expressly agreed between him and the company the appointment as divisional director shall not affect the terms and conditions of his employment by the company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a divisional director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited by law from being concerned or taking part in the management of the company, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) A divisional director shall not be or be deemed to be a director of the company within the meaning of the word as used in the Companies Act 1985 or these articles and no divisional director shall be entitled to attend or be present at any meetings of the board or of any committee or directors unless the directors shall require him to be in attendance.
- (v) A divisional director shall attend meetings of the directors and of any committee of the directors whenever called upon to do so and shall at all times be ready to give the directors the benefit of his knowledge, experience and advice".

  
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Chairman