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THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

POCHIN CONCRETE PUMPING LIMITED

Company No. 518814

(As adopted by Special Resolution passed on 16 November 2001)

WEDNESDAY



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COMPANIES HOUSE

1. The name of the Company is **"POCHIN CONCRETE PUMPING LIMITED"***
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:
 - (a) to carry on the business or businesses of builders and contractors, joiners, carpenters, joinery manufacturers, general and constructional engineers, publicworks contractors, timber merchants, builders' merchants, property repairers and jobbers, shopfitters, manufacturers and erectors of portable or pre-fabricated buildings of all kinds, wood and metal workers, wood carvers, wheelwrights, blacksmiths, brick-layers, stone-masons, glaziers, plumbers, decorators, plasterers, french polishers, steel manufacturers, ironfounders, non-ferrous metal founders, machine makers, tool makers electricians, sanitary and general engineers, road makers, drainers, packing case makers, pattern makers, public saw mill, furniture manufacturers and dealers,

* The name of the Company was changed from Pochin Plant Limited to Pochin Concrete Pumping Limited by Special Resolution passed on 8 April 2009

furnishers, coach and lorry builders, motor car body builders, manufacturers of and dealers in aeroplanes and component parts thereof, carriers, general contractors and manufacturers of and dealers and merchants in any articles and things used in or in connection with any of the above businesses and to make, buy, sell, repair, alter, exchange, hire, let or hire, import, export and deal in all materials, ingredients, goods, machinery, apparatus, articles and things which may be required for the purposes of any of the said businesses or supplied or dealt in by persons engaged therein or which may seem capable of being profitably dealt in in connection with any of the said businesses.

- (b) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or any be conveniently used with, or may enhance the value of any other property of the Company.
- (d) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so

doing.

- (e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the Consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for cooperation, or for limiting competition, or for mutual assistance with any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any Shares, Debentures, Debenture Stock, or securities so received.
- (f) To apply for, purchase or by other means acquire, and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, protections and concessions, and the like conferring any exclusive or non-exclusive right to use any secret or information which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights, or options of the Company.

- (h) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (i) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (j) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (k) To guarantee the payment of any monies or the performance of any contracts, liabilities, obligations or engagements of any company, firm or person, with or to any other company, firm or person (including without prejudice to the generality of the foregoing any Holding Company, Subsidiary or fellow Subsidiary of, or any other company associated in any way with, the Company), and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as may be thought fit and to give all kinds of indemnities and to make subvention payments. In this article (k), and in these articles generally, the expressions "Holding Company" and "Subsidiary Companies" shall have the meanings given to them in Section 736 of the Companies Act 1985.
- (l) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part the Company's property or assets (whether

present or future), including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferrable instruments.
- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (p) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (q) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors, or others.
- (r) To remunerate any person, firm or company rendering services to this Company or to the Holding Company or to any Subsidiary of the Holding Company, whether by cash

payment or by the allotment to him or them of Shares or securities of the Company, or the Holding Company or any such Subsidiary, credited as paid up in full or in part or otherwise.

- (s) To establish, maintain or participate in or procure the establishment and maintenance of or participation in, or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme or employee share option scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons, including Directors and other officers, who are or shall have been at any time in the employment or service of the Company or of the Holding Company or of any company which is a Subsidiary of the Holding Company or of the predecessors in business of the Company the Holding Company or any Subsidiary of the Holding Company or the wives, widows, families or dependants of any such persons and also to establish and subsidise or subscribe to or procure the establishment and subsidy of or subscription to any institutions, associations, clubs, funds, or trusts including employee share trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well being of the Company or of the Holding Company or of a company which is a Subsidiary of the Holding Company, or of their members, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.
- (t) To pay all or any expenses incurred in connection with the formation, promotion and

incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.

- (u) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities or any such company as aforesaid.
- (v) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (w) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is Limited.

*5. The Share Capital of the Company is £2,500,000 divided into 2,500,000 shares of £1 each. The Company has power from time to time to increase or reduce its capital, and to issue any Shares in the original or increased Capital with preferred, deferred, or

other special rights, or such restrictions, whether in regard to Dividend, voting, return of capital, or otherwise, as the Company may from time to time by Special Resolution determine.

The Company's authorised share capital was increased to £2,500,000 by the creation of 2,499,900 new Ordinary Shares of £1 each by Special Resolution passed on 31st May 1989

Company No. 518814

THE COMPANIES ACT 1948 - 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of

POCHIN CONCRETE PUMPING LIMITED

**(Adopted by Special Resolution passed
on 16 November 2001)**

PRELIMINARY

1.(a) In these Articles

“the Act”

means the Companies Act 1985 including any modification or re-enactment thereof for the time being in force.

“Table A”

means 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).

- (b) The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.**

GENERAL MEETINGS

- 2.(a) In Regulation 38 of Table A, the following shall be substituted for the second paragraph: "The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors".
- (b) In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.
- (c) No business shall be transacted at any general meeting unless a quorum is present. Subject to paragraph (d) below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- (d) If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
- (e) Regulation 40 of Table A shall not apply to the Company
- (f) With respect to any such resolution in writing as is referred to in Regulation 53 of Table A in the case of a corporation which holds a share, the signature of a duly authorised representative, any director or secretary thereof shall be sufficient for the

purposes of Regulation 53.

- (g) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a Written Resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to Section 303 and 391 of the Act.
- (h) Any decision taken by a sole member pursuant to paragraph (g) above shall be recorded in writing and delivered by that member to the Company for entry in the Company's Minute Book.
- (i) A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- (j) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

DIRECTORS

- 3.(a) Regulation 64 of Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles express to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

BORROWING POWERS

4. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 5(a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- (b) The holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the powers from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
- (c) 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 number fixed by or in accordance with the

Articles as the maximum number of Directors.

PROCEEDINGS OF DIRECTORS

- 6(a) Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.
- (b) A Director shall be entitled to vote as a Director and be counted in the quorum at any meeting of the Directors or of any committee of the Directors in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company

THE SEAL

- 7.(a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

- 8.(a) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by the Act.
- (b) The Directors shall have the power to purchase and maintain for any Director or officer of the Company insurance against such liability as is referred to in Section 3 10(1) of the Act.
- (c) Regulation 188 of Table A shall not apply to the Company.

RIGHTS OF HOLDING COMPANY

9. Whenever Pochin's Plc (Registered Number 300573) ("the Holding Company"), or any 90% subsidiary of the Holding Company, shall be the holder of not less than 90 per cent of the issued share capital of the Company as confers the right to attend and vote at all General Meetings, the following provisions shall apply, and to the extent of any inconsistency between this Article and the other provisions of these Articles, this Article 9 shall prevail:

- (a) the Holding Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed, but so that in the case of a Director holding an executive office his removal from office shall be deemed an act of the Company, and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (b) no unissued shares or other securities shall be issued or agreed to be issued or put under option without the consent of the holding Company;
- (c) any or all powers of the Directors, or any of them, shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice as aforesaid shall be in writing served on the Company at its registered office and signed on behalf of the Holding Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose save that no person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors or any of them have been in any way restricted hereunder or as to whether any necessary consent of the Holding Company has been given and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had, at the relevant time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.