

Delivered pursuant to Section 18 of the Companies Act 1985

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Secretary

No.1193013

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

ARTHUR J. GALLAGHER & CO. (U.K.) LIMITED

(adopted by special resolution
passed on 17 July 1985)

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A, Part I (but not Part II) in the First Schedule to the Companies Act 1948 as amended including all amendments thereto which would apply had the Company been registered on 1 January 1985 (in these Articles referred to as "Table A") shall apply to the Company.



2. The following provisions of Table A shall not apply to the Company:-

- (a) regulations 11, 75 and 89 to 94 (inclusive) in their entirety;
- (b) in regulation 24, the words "(not being a fully paid share)";
- (c) in regulation 46 and the proviso to regulation 128, the word "fund";
- (d) in regulation 69, the words "not less than 48 hours" and "not less than 24 hours";
- (e) the proviso to regulation 79;
- (f) paragraphs (2) and (4) of regulation 84; and
- (g) in regulation 86, the words which follow paragraph (c).

SHARES

3. Subject to the provisions of the Companies Act 1980 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

4. Subject to and in accordance with the provisions of the Companies Acts, the Company may purchase any of its own shares of any class (including redeemable shares) at any price

(whether at par or above or below par), and any shares to be so purchased may be selected in any manner whatsoever. All shares so purchased shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

LIEN

5. The Company shall have a first and paramount lien on every share, whether or not it is a fully paid share, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and also on all shares, whether or not they are fully paid shares, registered in the name of any person indebted or under liability to the Company, whether he is the sole registered holder thereof or one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6.(1) Regulation 22 of Table A as applicable to the Company shall be construed with the insertion before the word "transferee" (where that word first occurs) of the words, "in the case of any share which is not fully paid up, also by or on behalf of the".

(2) In addition to the circumstances referred to in regulation 24 of Table A, the directors may decline to register the transfer of a share if such transfer would, in the opinion of the directors, jeopardise the continued approval of the Company by Lloyd's as an approved Lloyd's insurance broker.

DIRECTORS

7. Unless and until otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two nor more than twenty.

ALTERNATE DIRECTORS

8.(1) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.

(2) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which

his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall (subject to Article 14) count as only one for the purpose of determining whether a quorum is present.

INTEREST OF DIRECTORS

9. A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

APPOINTMENT AND REMOVAL OF DIRECTORS

10. No appointment of a director shall be made if it would contravene any undertaking given to Lloyd's by the Company or its directors or shareholders, and any purported appointment which would have such effect shall be void.

11.(1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing

directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 11(1).

(3) While the Company is a subsidiary, regulation 95 of Table A shall not apply to the Company.

12. In addition to the circumstances set out in regulation 88 of Table A, the office of director shall be vacated if Lloyd's has objected to the director continuing as such and the board of directors resolves that his office shall be vacated.

13.(1) The board of directors may from time to time appoint one or more directors to be the holder of any executive office, for such period, at such remuneration, with such duties and powers, and upon such terms as it shall resolve, but no executive director shall be invested with any powers which the board of directors itself could not have exercised.

(2) The remuneration of a director holding any executive office may be of any description and may include admission to, or continuance of membership of, any scheme or fund instituted, supported or financed by the Company for the provision of pensions, life assurance, share incentives, options or other benefits for employees or their dependants.

(3) The board of directors may grant or give pensions, gratuities, annuities or other benefits or allowances to a director holding an executive office (or to his widow or dependants) whether on or after retirement or death and may make payments or contributions of any kind in connection therewith.

(4) A director holding an executive office shall be subject to the same provisions as to removal as the other directors of the company and if he ceases for any reason to hold the office of director, his appointment as executive director shall automatically determine, provided that such determination shall be without prejudice to any claim he may have for damages for breach of any contract of service between himself and the company.

PROCEEDINGS OF DIRECTORS

14.(1) A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held, provided that notice of such resolution shall have been given to all directors entitled to receive notice of a meeting of the directors.

(2) For the purposes of determining whether there exists the quorum fixed by or in accordance with regulation 99 of Table A as that necessary for the transaction of the business of the directors, there shall be counted in the quorum (a) in the case of a resolution agreed by directors in telephonic communication, all such directors and (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

(3) A resolution in writing pursuant to regulation 106 of Table A may consist of several documents in like form each signed (or, in the case of a telex message or cable, sent) by one or more directors and the said regulation shall be read as modified accordingly.

15. Regulation 98 of Table A as applicable to the Company shall be modified by the deletion of the last sentence and the substitution therefor of the following:-

"Notice of all meetings of the directors shall be given by the secretary to all directors. Notice shall be given at least seven days in advance (unless all directors entitled to receive notice agree otherwise) and may be given by hand, by post or by telex at or to the address or telex number notified to the secretary by each director. Notice may only be given on normal business days".

GENERAL MEETINGS

16. A resolution in writing pursuant to regulation 73A of Table A may consist of several documents in like form each signed by one or more members and the said regulation shall be read as modified accordingly.

17. Notice of every general meeting shall be given to every member whether or not (having no registered address within the United Kingdom) he shall have supplied to the Company an address within the United Kingdom for the giving of notices to him, and regulations 131, 133 and 134 of Table A shall be read as modified accordingly.

INDEMNITY

18. In addition to the indemnity contained in regulation 136 of Table A, and subject always to section 205 of the Companies Act 1948, every director, managing director, executive director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities suffered or incurred by him in or about the proper execution and discharge of the duties of his office.