

METHODS OF APPOINTING DIRECTORS

- 12 (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director--
- (a) by ordinary resolution, or
 - (b) special resolution, or
 - (c) by a decision of the directors
- (2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director
- (3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder ¹

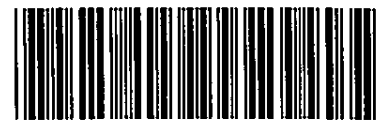
TERMINATION OF A DIRECTOR'S APPOINTMENT

- 13 A person ceases to be a director as soon as
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
 - (b) a bankruptcy order is made against that person,
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
 - (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
 - (f) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person should cease to be director, or
 - (g) notice of his removal is given in accordance with Article 14 ²

¹ This Article 12 is inserted by a Special Resolution passed on 16th October, 2014 with effect from 16th October, 2014

² This Article 13 is inserted by a Special Resolution passed on 16th October, 2014 with effect from 16th October, 2014

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COMPANIES HOUSE

REMOVAL OF DIRECTORS BY MAJORITY SHAREHOLDERS

- 14 A shareholder or shareholders holding a majority in nominal value of the issued shares may by notice in writing signed by or on behalf of him or them and delivered to the registered office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time remove any director from office (no matter how he was appointed) The removal takes effect immediately on deposit of the notice or on such later date (if any) specified in this notice ³

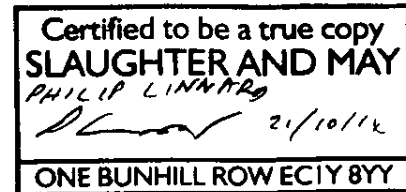
DIRECTORS

- 15 The current directors of Construction Confederation Holdings Limited are Manus Adamson (appointed with effect from 3rd December 2008) and John Southworth (appointed with effect from 25th November 1992) The Articles are hereby amended if, and to whatever extent, necessary for each such individual's appointment to be, and to remain, valid from his date of appointment until, after 16th October, 2014, his appointment ends as provided for in the Articles ⁴

³ This Article 14 is inserted by a Special Resolution passed on 16th October, 2014 with effect from 16th October, 2014

⁴ This Article 15 is inserted by a Special Resolution passed on 16th October, 2014 with effect from 16th October, 2014

Company Number 1198998



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION UNDER THE COMPANIES ACT 2006

OF

Construction Confederation Holdings Limited (the "Company")

**PROPOSED BY THE MEMBERS OF THE COMPANY IN ACCORDANCE WITH SECTION 293
OF THE COMPANIES ACT 2006**

16th PAGE.

The following resolutions were duly passed as a special resolution on 26th October, 2014 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

THAT

the articles of association of the Company be altered as follows

1 In Article 2, the words

"22, 24, to 28 inclusive, 75, 77, 79, 100 and 130"

shall be deleted and shall be replaced by the following

"22, 24, to 28 inclusive, 75, 77, 79, 84(2), 84(4), 88 to 97 inclusive, 99, 100 and 130"

2 A new Article under METHODS OF APPOINTING DIRECTORS shall be inserted as Article 12

"12 (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director--

(a) by ordinary resolution, or

(b) special resolution, or

(c) by a decision of the directors

(2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director

(3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

- 3 A new Article under TERMINATION OF A DIRECTOR'S APPOINTMENT shall be inserted as Article 13

- "13 A person ceases to be a director as soon as
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
 - (b) a bankruptcy order is made against that person,
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
 - (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
 - (f) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person should cease to be director, or
 - (g) notice of his removal is given in accordance with Article 14 "

- 4 A new Article under REMOVAL OF DIRECTORS BY MAJORITY SHAREHOLDERS shall be inserted as Article 14

- "14 A shareholder or shareholders holding a majority in nominal value of the issued shares may by notice in writing signed by or on behalf of him or them and delivered to the registered office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time remove any director from office (no matter how he was appointed) The removal takes effect immediately on deposit of the notice or on such later date (if any) specified in this notice "

- 5 A new Article under DIRECTORS shall be inserted as Article 15

- "15 The current directors of Construction Confederation Holdings Limited are Manus Adamson (appointed with effect from 3rd December 2008) and John Southworth (appointed with effect from 25th November 1992) The Articles are hereby amended if, and to whatever extent, necessary for each such individual's appointment to be, and to remain, valid from his date of appointment until, after 16th October, 2014, his appointment ends as provided for in the Articles

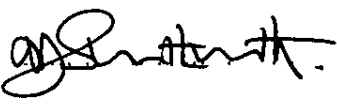
The amendments to the Articles introduced by the special resolutions at 1,2,3, 4 and 5 shall take effect immediately on the passing of the written resolution on 16th October, 2014

Signed 

By

Manus Adamson (Director)

Date 16th October, 2014

Signed 

By

John Southworth (Director)

Date 16th October, 2014

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OR

Construction Confederation Holdings Limited ✓

PRELIMINARY

1. (i) Subject as hereinafter provided the regulations set out in Part II of Table A in the First Schedule to the Companies Act 1948, with the exception of Clause 3 thereof, shall apply to this Company. ✓

(ii) Clause 2 of Part II of the said Table "A" shall take effect subject to the following additional sub-clause :-

(c) No person other than a Member of the Council of the National Federation of Building Trades Employers (hereinafter called "N.F.B.T.E." shall be entitled to hold shares in the Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet "22, 24, to 28 inclusive, 75, 77, 79, 84(2), 84(4) 88 to 97 inclusive , 99, 100 and 130" ✓

TRANSFER OF SHARES.

3. Regulation 23 of Part I of Table A shall be read subject to the provisions of Article 4 hereof.

4. (1) For the purposes of this Article, where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a member of the company in respect of that share.

(2) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(3) Every member who desires to transfer any share or shares (hereinafter called "the vendor") shall give to the Company notice in writing of such desire (hereinafter called "a transfer notice"). Subject as hereinafter mentioned, a transfer notice shall constitute the Company the vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said

shares'') in one or more lots at the discretion of the directors to the members other than the vendor at nominal value.

(4) Any member who ceases to be a member of the Council of N.F.B.T.E. must forthwith transfer his shares to a person specified in a notice in writing from the Council or signed by its duly authorised officer and any member so requested in writing by the Council or the personal representatives of any member who dies shall so transfer his shares within three months of the date of such request or death. Any notice or request in writing given in pursuance of this sub-Article shall be deemed to be a transfer notice and shall constitute the Company the vendor's agent for the sale of the share or shares as prescribed under Article 4 (3) hereof.

(5) Notwithstanding the foregoing provisions of this Article, the directors may decline to register :

- (a) any transfer of any share on which the Company has a lien;
- (b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve.
- (c) Any transfer of a share to a person who is not qualified in accordance with the provisions of Article 1 (ii) hereof.

5 The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof ¹

6 The minimum number of directors of the company shall be one and, unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum. A sole director may exercise all powers, duties, discretions and privileges given to the directors collectively whether by the Act or by these articles of association or otherwise ²

7. Section 185 of the Act shall not apply to the Company and, accordingly, no person shall be debarred from being a director, or be required to vacate his office of director, by reason of his age.

8. No shareholding qualification shall be required for the office of director.

BORROWING POWERS OF DIRECTORS.

9. The directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge 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 of any third party.

AUDIT.

10. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

¹ Inserted by a Special Resolution passed on 4th February, 1975

² Deleted and replaced by a Special Resolution on 1st March, 2010

- 11 Regulation 98 of Part I of Table A shall be amended to include the insertion after the sentence "The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, at they think fit " by the following sentence

"Any director who participates in the proceedings of a meeting by means of a communication device (including, without limitation, a telephone) that allows all the other directors present at the meeting (whether in person, alternate or using a communication device) to hear that director at all times, and that director to hear all other directors present at the meeting (by whatever means) at all times, shall be deemed to be present at the meeting and counted in the quorum. A meeting held by these means shall be deemed to take place where the largest number of participants is assembled. In the absence of a majority, the chairman's location shall be deemed to be the place of the meeting." FN

^{FN} Deleted and replaced by a Special Resolution passed on 1st March, 2010