



Please do not  
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binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\*Insert full name  
of Company

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

Form No. 41

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1575164/

Name of Company

JOHN SHREEVES & PARTNERS

I, RICHARD MALCOLM BRIGGS

of 5 Stone Buildings,

Lincoln's Inn,

London, WC2A 3YD.

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court

engaged in the formation

of John Shreeves & Partners

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent and incidental thereto have been complied with.  
And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835

Declared at 5 Stone Buildings

Lincoln's Inn, London, WC2A 3YD.

the 26<sup>th</sup> day of May

One thousand nine hundred and eighty one

before me PNHau

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Signature of Declarant

*[Handwritten signature]*

Presenter's name, address and  
reference (if any): CD3665

BRITISH COMPANY  
REGISTRATION AGENTS LTD.  
37-45 PAUL STREET  
LONDON EC2A 4PB  
TEL: 01 251 0344

For official use

New companies section

Post room

Cat. No. CF. 41A

Lewis, Coates & Lucas, Limited

37-45 Paul Street, London EC2A 4PB - Tel: 01-251 0344

British Company Registration Agents Limited



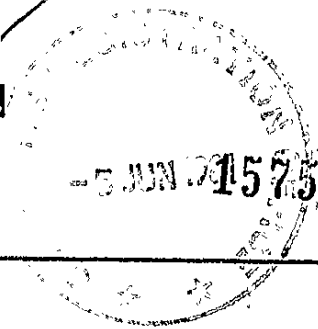
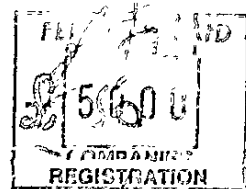
THE COMPANIES ACTS 1948 to 1980

UNLIMITED COMPANY HAVING A SHARE CAPITAL

## MEMORANDUM OF ASSOCIATION

of

JOHN SHREEVES & PARTNERS



1. The name of the Company is "JOHN SHREEVES & PARTNERS".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on business as Quantity Surveyors, Surveyors and Project Managers in respect of property to buy or otherwise acquire, sell or otherwise deal in real and personal property, and to build on, develop and turn to profit any land or other property of the Company, and to finance and take part in as agents, partners or otherwise building on, developing and turning to profit any land or other property, whether belonging to the Company or not, generally to do any work or business which is usually or which might be advantageously done by surveyors, valuers and estate agents.
  - (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
  - (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets and liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
  - (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
  - (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein the acquisition of which shall seem beneficial to the Company.

**BRITISH COMPANY  
REGISTRATION AGENTS LTD.**  
37-45 PAUL STREET  
LONDON EC2A 4PB  
TEL: 01 251 0344

CD3665

11/10 £200  
604197

- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets and liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or any part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote

and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.

- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p>JOHN WILLIAM SHREEVES. 23. BATTLEFIELD ROAD, ST. ALBANS, HERTS, AL1 4DA. QUANTITY SURVEYOR <i>John W. Shreeves</i></p>	<p>ONE</p>
<p>CHARLES DELANEY WHEELER WEIRLEIGH, GEDGES HILL, MATFIELD, TONBRIDGE, KENT TN11 2DU QUANTITY SURVEYOR <i>Charles Delaney Wheeler</i></p>	<p>One</p>

DATED the 20th May 1981

WITNESS to the above Signatures :-

*Arthur Kenneth Staddon*  
26 Beaden Road,  
Bevington Kent  
Bevington.

THE COMPANIES ACTS 1948 to 1980

UNLIMITED COMPANY HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

of

JOHN SHREEVES & PARTNERS

1575164/3

The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such table being hereinafter called "Table A") shall be deemed to be incorporated in these Articles save to the extent that they are varied or excluded hereby.

Regulations 3, 24; 40 to 46 inclusive, 53, 77, 79, 88, to 93, 98 to 100 inclusive and 136 in Part I of Table A are hereby excluded.

### MEMBERS

1. The number of Members with which the Company proposes to be registered is two, but the Directors may from time to time register an increase of Members.

### SHARE CAPITAL

2. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
3. (A) The Company may by special resolution:-
  - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - (b) consolidate its shares into shares of a larger amount than its existing shares;
  - (c) sub-divide its shares into shares of a smaller amount than its existing shares;
  - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
  - (e) reduce or redeem its share capital in any way.

(B) Upon any consolidation of fully-paid shares into shares of a larger amount the Directors may settle any difficulty which may arise with regard thereto and in particular may as between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder (or joint holders) being consolidated with shares registered in the name of another holder (or joint holders) may make such arrangements for the allocation, acceptance or sale of the consolidated share and for the distribution of any moneys received in respect thereof as may be thought fit and for the purpose of giving effect thereto may appoint some person to transfer the consolidated share or any fractions thereof and to receive the purchase price thereof and any transfer executed in pursuance hereof shall be effective and after its registration no person shall be entitled to question its validity.

#### PURCHASE OF SHARES BY THE COMPANY

4. (A) The Directors may at any time and from time to time apply any part of the assets of the Company in purchasing shares of the Company at the prescribed price.

(B) A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, if so required by notice in writing given by the Directors, ipso facto become bound to sell and transfer to the Company or a purchaser named by the Company at the prescribed price the shares registered in the name of such member or such of those shares as the Directors may in such notice specify.

(C) The Directors may with the sanction of an Extraordinary Resolution of the Company serve notice in writing upon any member requiring him to sell and transfer to the Company or to a purchaser named by the Company at the prescribed price the whole or part of the shares registered in his name, and he shall thereby become bound to transfer the same accordingly.

(D) If any person having become bound to sell and transfer any shares pursuant to the foregoing provisions of this Article shall make default in transferring the same, the Directors may authorise one of their number to execute on his behalf any necessary transfer and may register and otherwise give effect to the same, and the validity of the proceedings shall not thereafter be questioned by any person.

(E) The "prescribed price" of a share means the sum which the Auditors for the time being of the Company shall certify to be the appropriate proportion (as hereinafter defined) of the value on the date on which the holder became bound to sell and transfer the same under the foregoing provisions of this Article (hereinafter called "the transfer date") of that part of the net tangible assets which would have been distributable among the holders of the issued shares of the class of which the share forms part if the net tangible assets had been distributed on the date of the last Balance Sheet adopted by the Company or if none on the transfer date among the members according to their respective rights in a winding-up. The "appropriate proportion" means the same proportion as the amount paid up on the share bears to the amount paid up as at the transfer date on the shares of the class of which it forms part. For the purpose of arriving at the value of the net tangible assets at the transfer date the Auditors may obtain and act on such valuations as they think necessary and may adopt such estimate as they think proper of the profits earned by the Company since the date to which the last audited accounts were made up. In determining the prescribed price the Auditors shall take into account as if it were a liability of the Company any taxation which would be payable on any capital gains (less losses) which would arise if all the assets were on the transfer date disposed of at the values attributed

thereto and may make such other adjustments in respect of taxation as in their absolute discretion they consider appropriate. The determination of the Auditors as to the prescribed price at any time shall be final and conclusive.

### CALLS

5. In Regulation 15 in Part I of Table A, the words "provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for payment of the last preceding call" shall be omitted.

### LIEN

6. The lien conferred by Regulation 11 in Part I of Table A shall attach to all shares registered in the name of any person indebted to or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### NEW SHARES

7. (1) Subject to sub-paragraph (2) of this Article, the shares shall be under the control of the directors who may allot and dispose of, or grant options over the same to such persons and on such terms and in such manner as they think fit.

(2) The directors are authorised for the purposes of section 14 of the Companies Act 1980 to allot shares to the amount of the authorised but unissued share capital of the Company for the time being at any time and from time to time during the period of 12 months from the date of incorporation of the Company.

8. The provisions of section 17 of the Companies Act 1980 shall not apply to the Company.

### TRANSFER OF SHARES

9. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not) except a transfer to a person who is already a member of the Company.

### GENERAL MEETINGS

10. A poll may be demanded by the Chairman or any Member present in person or by proxy and entitled to vote, and Regulation 58 in Part I of Table A shall be modified accordingly.

11. The following sentence shall be added at the end of Regulation 73A in Part I of Table A: "Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney."

### DIRECTORS

12. The number of Directors need not exceed one and John William Shreeves and Charles Delaney Wheeler shall be the first directors of the Company.



If and so long as there shall be a sole Director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Directors generally. A sole director shall form a quorum at meetings of Directors and clause 99 of Table A shall be modified accordingly.

13. Clause 97 in Part I of Table A shall be read and constructed as if the last sentence were omitted therefrom.

#### PROCEEDINGS OF DIRECTORS

14. (1) The Directors may meet together for the dispatch of business, adjourn and subject as hereinafter provided, otherwise regulate their meetings and proceedings as they think fit including the determination of the quorum necessary for the transaction of the business of the Directors. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

(2) The Chairman shall not have a second or casting vote.

(3) The continuing Directors may act notwithstanding any vacancy in their number.

#### BORROWING POWERS

15. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property 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.

#### POWERS AND DUTIES OF DIRECTORS

16. (A) Subject to Section 199 of the Companies Act 1948, a Director may vote in respect of any contract, security or arrangement in which he is interested and be counted in the quorum present at any Meeting at which any such contract, security or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of Regulation 84 in Part I of Table A, which paragraphs shall not apply to the Company.

(B) Without prejudice to subclause (A) hereof, the Company is formed for the purpose of entering into any contracts or arrangements which the Directors may think fit for the transfer to and continuance by the Company of the whole or part of the business hitherto carried on by the firm "John Shreeves & Partners" and of carrying out and giving effect to the same. Some or all of the Directors are or may be vendors to and/or promoters of the Company, but they and all other (if any) of the Directors are nevertheless hereby authorised to act as Directors for the purpose of the said agreements and arrangements and each of them shall be entitled to retain all cash, property and all other advantages payable or otherwise accruing to him thereunder.

#### DISQUALIFICATIONS OF DIRECTORS

17. The office of the Director shall be vacated if the Director:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is required so to vacate his office by notice in writing by all the other Directors of the Company.

18. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy or any other age.

19. In Regulation 106 in Part I of Table A, the words "and may consist of several documents in the like form each signed by one or more of the Directors" shall be inserted immediately after the words "duly convened and held" at the end of such regulation.

#### SECRETARY

20. Subject to Section 21 (5) of the Companies Act 1976, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### WINDING UP

21. In Regulation 135 in Part I of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his 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 under Section 488 of the Companies Act 1948 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or to 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 so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

Names, Addresses and Descriptions of Subscribers.

JOHN WILLIAM SHREEVES  
23. BATTLEFIELD ROAD,  
ST. ALBANS, HERTS, AL1 4DA.

QUANTITY SURVEYOR.  
*John W. Shreeves*

CHARLES DELANEY WHEELER  
WEIRLEIGH, GEDGES HILL,  
MATFIELD, TONBRIDGE, KENT, TN12 7DU

QUANTITY SURVEYOR  
*Charles Delaney Wheeler*

DATED the 20<sup>th</sup> May 1981

WITNESS to the above Signatures :-

*R. K. F.*  
*Richard Kenneth Franklin*  
26 Beaden Road  
Bevington, Kent  
Bevington.



# Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
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binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Company number

1575164/4

Name of Company

JOHN SHREEVES &amp; PARTNERS

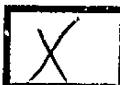
XKXNEN\*

\* delete if  
inappropriate

The intended situation of the registered office of the company  
on incorporation is as stated below

66/69 GREAT QUEEN STREET,  
LONDON, WC2.

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below



BRITISH COMPANY REGISTRATION AGENTS LTD.

37/45 PAUL STREET  
LONDON EC2A 4PB

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement



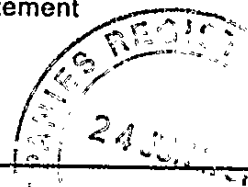
Presenter's name, address and  
reference (if any):

173665

BRITISH COMPANY  
REGISTRATION AGENTS LTD.  
37 45 PAUL STREET  
LONDON EC2A 4PB  
TEL: 01 251 0344

For official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



# **Important**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	JOHN WILLIAM SHREEVES	Business occupation	QUANTITY SURVEYOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	23 BATTLEFIELD ROAD, ST. ALBANS, HERTFORDSHIRE.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20th May 1981	

Name (note 2)	CHARLES DELENEY WHEELER	Business occupation	QUANTITY SURVEYOR
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	WEIRLEIGH, GEDGES HILL, MATFIELD, KENT.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20th May 1981	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 2 & 7)	CHARLES DELENEY WHEELER
Former name(s) (note 3)	
Address (notes 4 & 7)	WEIRLEIGH, GEDGES HILL, MATFIELD, KENT.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Charles Deleney Wheeler</i>
Date <i>20th May 1981</i>	

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature	<i>J. Shreeves</i>	[Subscriber] [Agent]†	Date <i>20th May 1981</i>
Signature	<i>Charles Deleney Wheeler</i>	[Subscriber] [Agent]†	Date <i>20th May 1981</i>

Please do not  
write in this  
binding margin



### Important

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	CHARLES DELENEY WHEELER
Former name(s) (note 3)	
Address (notes 4 & 7)	WEIRLEIGH, GEDGES HILL, MATFIELD, KENT.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Charles Deleney Wheeler</i>
Date	20th May 1981

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature	<i>J. Shreeves</i>	[Subscriber] [Agent]†	Date	20th May 1981
Signature	<i>Charles Deleney Wheeler</i>	[Subscriber] [Agent]†	Date	20th May 1981

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE UNLIMITED COMPANY

No. 1575164

I hereby certify that

JOHN SHREEVES & PARTNERS

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is unlimited.

Given under my hand at Cardiff the 17TH JULY 1981

A handwritten signature in dark ink, appearing to read 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies



No. 1575164

THE COMPANIES ACTS 1948 to 1980  
and  
THE COMPANIES ACT 1985

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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SPECIAL RESOLUTIONS

of

JOHN SHREEVES & PARTNERS

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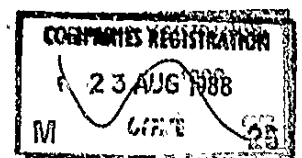
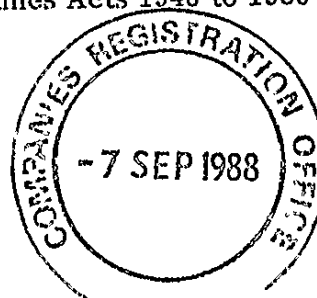
Passed *19<sup>th</sup> August*, 1988

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AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on *19<sup>th</sup> August*, 1988 the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. That the Company which was registered as an unlimited company having a share capital under the Companies Acts 1948 to 1980 on 20th May, 1981 be



re-registered under the Companies Act 1985 as a company limited by shares with a share capital of £1,000 divided into 1,000 Ordinary Shares of £1 each.

2. THAT upon and subject to the re-registration of the Company as a private company limited by shares:-

- (a) Clause 2 of the Memorandum of Association of the Company be and is hereby amended to read as follows:-

"2. The Registered Office of the Company will be situate in England and Wales."

- (b) the Memorandum of Association of the Company be and is hereby amended by the addition of the following sub-clause (ii) to Clause 3(a):-

"3(a)(ii) Any business of surveying for the time being carried on by the Company shall be at all times be conducted in accordance with the rules of conduct for the time being of the Royal Institution of Chartered Surveyors."

- (c) the Memorandum of Association of the Company be and is hereby amended by the addition of the following clauses after Clause 3:-

"4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each."

3. THAT upon and subject to the re-registration of the company as a private company limited by shares the Regulations contained in the printed document marked 'A' now produced to the Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

4. THAT upon and subject to the re-registration of the Company as a private company limited by shares the name of the Company be changed to "John Shreeves and Partners Limited".

  
.....  
Chairman

JGDB/D570

740.  
Reos.  
004780



**Application by an unlimited company  
to be re-registered as limited****51**Please do not  
write in  
this margin

Pursuant to section 51(4) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type or,  
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

1575164

Name of company

\* JOHN SHREEVES &amp; PARTNERS

\* insert full name  
of company**NOTE**If the company  
is to have a  
share capital the  
application  
should be  
accompanied by  
the appropriate  
Inland Revenue  
form PUC6 on  
which the capital  
duty has been  
paid, or a letter  
of dispensation

applies to be re-registered as limited.

A Special Resolution authorising the re-registration of the company as limited was

passed on 19<sup>th</sup> August 1988. Thefollowing documents are attached in support of this application for the company to be re-registered as  
limited

- 1 A copy of the Special Resolution (unless previously presented for registration)
- 2 A printed copy of the memorandum as altered in pursuance of the Special Resolution
- 3 A printed copy of the articles as altered in pursuance of the Special Resolution

Nominal share capital (if any) provided for  
in the memorandum as altered

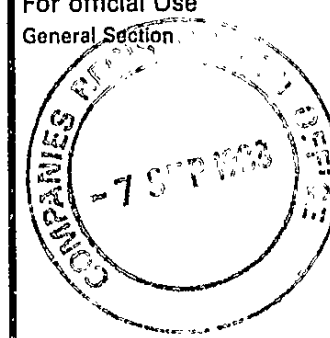
£ 1,000

† delete as  
appropriate

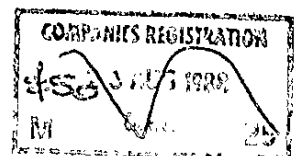
Signed

[Director][Secretary]† Date 19 August 1988Presenter's name address and  
reference (if any):Norton Rose,  
Kempson House,  
Camomile Street,  
London EC3A 7AN.

20/JGDB/L137840

For official Use  
General Section

Post room



500T 450 00112

No. 1575164

THE COMPANIES ACT 1948 TO 1980

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF

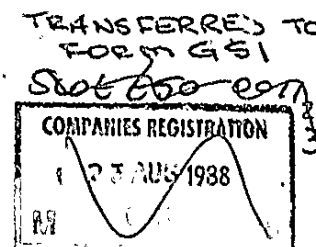
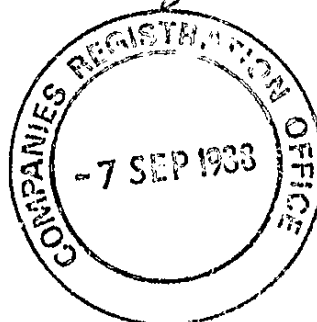
JOHN SHREEVES AND PARTNERS LIMITED

(adopted by Special Resolution passed on *19<sup>th</sup> August* 1988  
on the re-registration of the Company as a Company limited by shares)

1. The name of the Company is "JOHN SHREEVES AND PARTNERS 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:-

\* By Special Resolution passed on *19<sup>th</sup> August*, 1988 the Company was re-registered as a company limited by shares and the name of the Company was changed.

\*\* By Special Resolution passed on *19<sup>th</sup> August*, 1988 Clause 2 was amended to include Wales.



- (a) (i) To carry on business as Quantity Surveyors, Surveyors and Project Managers in respect of property to buy or otherwise acquire, sell or otherwise deal in real and personal property, and to build on, develop and turn to profit any land or other property of the Company, and to finance and take part in as agents, partners or otherwise building on, developing and turning to profit any land or other property, whether belonging to the Company or not, generally to do any work or business which is usually or which might be advantageously done by surveyors, valuers and estate agents.

(ii) Any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the rules of conduct for the time being of The Royal Institution of Chartered Surveyors.
- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets and liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.

- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.

- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets and liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or any part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held another salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.



- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the

Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.\*

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.\*\*

\* By Special Resolution passed on *19<sup>th</sup> August*, 1988 Clause 4 was added.

\*\* By Special Resolution passed on *17<sup>th</sup> August*, 1988 Clause 5 was added.

This is the document marked "A" referred to in the Special Resolution proposed at the Extraordinary General Meeting of the Company held on *19th August*, 1988.

No. 1575164

*J. Shreeves*  
Chairman.

THE COMPANIES ACT 1948 TO 1980

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JOHN SHREEVES AND PARTNERS LIMITED

(Adopted by Special Resolution of the Company passed on *19th August*, 1988  
on the re-registration of the Company as a Company Limited by shares)

PRELIMINARY

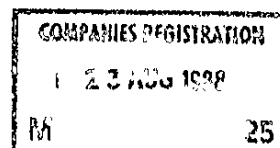
1.01 In these Articles and in Table A:

"the Act" means the Companies Act 1985.

"Table A" means Table A in the Companies (Table A to F)  
Regulations 1985 as amended by The Companies (Table A to F)  
(Amendment) Regulations 1985. References to regulations are to  
regulations in Table A.

"the Statutes" means the Companies Act 1985 and any statutory  
modification or reenactment thereof for the time being in force and  
every other Act for the time being in force concerning companies and  
affecting the Company.

2.01 Subject as hereinafter provided, the regulations contained in Table A  
shall apply to the Company.



- 2.02 Regulations 39, 73 to 78 inclusive, and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### SHARES

- 3.01 The share capital of the Company on the date of adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1 each.
- 3.02 Subject to the provisions of Article 3.03 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares hereafter created shall be under control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
- 3.03 The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be £1,000 or such other amount as shall be authorised by the Company in General Meeting.
- 3.04 The authority conferred on the Directors by Article 3.02 and 3.03 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
- 3.05 The provisions of section 89(1) of the Act shall not apply to the Company.

LIEN

- 4.01 The lien conferred by regulation 8 shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

- 5.01 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

PURCHASE OF SHARES BY THE COMPANY

- 6.01 (a) The Directors may at any time and from time to time apply any part of the assets of the Company in purchasing shares of the Company at the prescribed price referred to in paragraph (e).
- (b) (i) A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, if so required by notice in writing given by the Directors, ipso facto become bound to sell and transfer to the Company or a purchaser named by the Company at the prescribed price the shares registered in the name of such member or such of those shares as the Directors may in such notice specify.
- (ii) A person becoming entitled to a share in consequence of the death or bankruptcy of a member, shall have the right by giving notice in writing to the Company, to require the Company to purchase the shares registered in the name of such member or such of those shares as the beneficiary may in such notice specify and the Company shall ipso facto be bound to purchase the shares so registered or so

specified in the notice and the price for the shares shall be the lesser of:-

- (a) the prescribed price; or
- (b) the amount payable to the Company under the terms of the life assurance referred to in paragraph (iii) of this article effected by the Company on the life of the deceased member less:-
  - (i) an amount equal to the Advance Corporation Tax (if any) payable by the Company in respect of the payment by the Company of the proceeds of the said life assurance to the beneficiary of the deceased member; and
  - (ii) an amount equal to the Corporation Tax (if any) payable by the Company in respect of the receipt by the Company of the proceeds of the said life assurance.
- (iii) The Directors shall be under an obligation to effect and maintain in force life assurance on the lives of the shareholders of the Company for the time being. The life assurance in effect on the date of adoption of these Articles is set out in the table below and the Directors shall be bound to maintain the policies referred to in column (3) of the said table to the minimum level set out in column (4) thereof.

(1) <u>Name of Shareholder</u>	(2) <u>Insurance Company</u>	(3) <u>Policy No. and date of Policy</u>	(4) <u>Benefits</u>
John William Shreeves	Sun Alliance Insurance Group	F9027869 dated 26th April 1988	£800,000
Peter Robert Clack	Sun Alliance Insurance Group	F9027686 dated 25th April 1988	£100,000
Edward James Lawrence	Sun Alliance Insurance Group	F9027694 dated 25th April 1988	£100,000

- (c) The Directors may with the sanction of an Extraordinary Resolution of the Company serve notice in writing upon any member requiring him to sell and transfer to the Company or to a purchaser named by the Company at the prescribed price the whole or part of the shares registered in his name, and he shall thereby become bound to transfer the same accordingly.
- (d) If any person having become bound to sell and transfer any shares pursuant to the foregoing provisions of this Article shall make default in transferring the same, the Directors may authorise one of their number to execute on his behalf any necessary transfer and may register and otherwise give effect to the same, and the validity of the proceedings shall not thereafter be questioned by any person.
- (e) The "prescribed price" of a share means the sum which the Auditors for the time being of the Company shall certify to be the appropriate proportion (as hereinafter defined) of the value on the date on which the holder became bound to sell and transfer the same under the foregoing provisions of this Article (hereinafter called "the transfer date") of that part of the net tangible assets which would have been distributable among the holders of the issued shares of the class of which the share

forms part if the net tangible assets had been distributed on the date of the last Balance Sheet adopted by the Company or if none on the transfer date among the members according to their respective rights in a winding-up. The "appropriate proportion" means the same proposition as the amount paid up on the share bears to the amount paid up as at the transfer date on the shares of the class of which it forms part. For the purpose of arriving at the value of the net tangible assets at the transfer date the Auditors may obtain and act on such valuations as they think necessary and may adopt such estimate as they think proper of the profits earned by the Company since the date to which the last audited accounts were made up. In determining the prescribed price the Auditors shall take into account as if it were a liability of the Company any taxation which would be payable on any capital gains (less losses) which would arise if all the assets were on the transfer date disposed of at the values attributed thereto and may make such other adjustments in respect of taxation as in their absolute discretion they consider appropriate. The determination of the Auditors as to the prescribed price at any time shall be final and conclusive.

#### PROCEEDINGS AT GENERAL MEETINGS

- 7.01 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 8.01 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.
- 9.01 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.



- 9.02 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.".

#### POWERS AND DUTIES OF DIRECTORS

- 10.01 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.
- 10.02 Without prejudice to Article 10.01, the Company was formed for the purpose of entering into any contracts or arrangements which the Directors may think fit for the transfer to and continuance by the Company of the whole or part of the business hitherto carried on by the firm "John Shreeves and Partners" and of carrying out and giving effect to the same. Some or all of the Directors are or may be vendors to and/or promoters of the Company, but they and all other (if any) of the Directors are nevertheless hereby authorised to act as Directors for the purpose of the said agreements and arrangements and each of them shall be entitled to retain all cash, property and all other advantages payable or otherwise accruing to him thereunder.
- 10.03 It shall be the duty of the Directors to ensure that any business of surveying for the time being carried on by the Company shall at all

times be conducted in accordance with the rules of conduct for the time being of The Royal Institution of Chartered Surveyors.

- 11.01 The Directors may exercise all the power of the Company contained in Clause 3.(o) of the Memorandum of Association of the Company.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 12.01 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors 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 corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company.

- 12.02 The office of a Director shall be vacated if he is removed from office under Article 12.01. Regulation 81 shall be modified accordingly.

#### ROTATION OF DIRECTORS

- 13.01 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

#### ALTERNATE DIRECTORS

- 14.01 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company.

- 14.02 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to

any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 shall be modified accordingly. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

- 14.03 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, 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.

#### PROCEEDINGS OF DIRECTORS

- 15.01 The Directors may meet together for the dispatch of business, adjourn and subject as hereinafter provided, otherwise regulate their meetings and proceedings as they think fit including the determination of the quorum necessary for the transaction of the business of the Directors. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 15.02 The Chairman shall not have a second or casting vote.
- 15.03 The continuing Directors may act notwithstanding any vacancy in their number.

- 15.04 Any Director or 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 communications equipment whereby all person participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 15.05 The following sentence shall be inserted after the first sentence of regulation 72: "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 although not being a Director of the Company."

OFFICIAL SEAL FOR USE ABROAD

- 16.01 The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

- 17.01 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 of Table A shall be deleted.
- 17.02 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile


and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

#### INDEMNITY

- 18.01 Subject to the provisions of and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

#### MISCELLANEOUS PROVISIONS WHERE MATERIAL OVERSEAS INTEREST EXIST

- 19.01 Table A shall be further modified as follows:
- (a) in regulation 37 the words "within the United Kingdom" shall be deleted;
  - (b) in regulation 88 the third sentence shall be deleted;

- 
- (c) in regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address";
  - (d) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

JGDB/D574

# FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME  
AND RE-REGISTRATION OF UNLIMITED COMPANY  
AS LIMITED

No. 1575164

I hereby certify that

JOHN SHREEVES & PARTNERS

formerly registered as unlimited having changed its  
name and having this day been re-registered under the  
Companies Act 1985 as limited is now incorporated under  
the name of

JOHN SHREEVES AND PARTNERS LIMITED

Given under my hand at Cardiff the 13TH SEPTEMBER 1988

*J S Ross*

J S ROSS  
An Authorised Officer

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

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1	5	7	5	1	6	4
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Name of company

*	JOHN SHREEVES AND PARTNERS									
---	----------------------------	--	--	--	--	--	--	--	--	--

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	4
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**Note**  
Please read notes 1 to 4 overleaf before completing this form*SHORTENED*

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	0	0	4	1	9	8	8
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† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

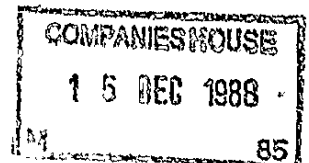
and it is still in force.

Signed \_\_\_\_\_ Designation *James Catlow* Date *13/12/88*† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Presentor's name address and reference (if any):

For official Use  
General Section

Post room





No. 1575164

COMPANIES ACT 1985

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WRITTEN RESOLUTION

OF

JOHN SHREEVES AND PARTNERS LIMITED

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Dated 19th December, 1989

Written Resolution of the Company signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings passed in accordance with Regulation 53 of Table A of the Companies (Tables A-F) Regulations 1985 forming part of the Articles of Association of the Company

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IT WAS RESOLVED THAT: the provisions of the existing Articles of Association of the Company be amended by the deletion of the existing regulation 6 thereof and the substitution therefor of the provisions of the following new regulation 6:

" PURCHASE OF SHARES BY THE COMPANY

6.01 The Directors may at any time and from time to time apply any part of the assets of the Company in purchasing shares of the Company.

6.02 (a) A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, if so required by notice in writing given by the Directors, ipso facto become bound to sell and transfer to the Company or a purchaser named by the Company at the



prescribed price the shares registered in the name of such member or such of those shares as the Directors may in such notice specify;

(b) A person becoming entitled to a share in consequence of the death or bankruptcy of a member, shall have the right by giving notice in writing to the Company, to require the Company to purchase the shares registered in the name of such member or such of those shares as the beneficiary may in such notice specify, and the Company shall *ipso facto* be bound to purchase the shares so registered or so specified in the notice and the price for the shares shall be the lesser of:-

(i) the prescribed price; and

(ii) the amount payable to the Company under the terms of the life assurance referred to in regulation 6.03 effected by the Company on the life of the deceased member less:-

(aa) an amount equal to the Advance Corporation Tax (if any) payable by the Company in respect of the payment by the Company of the proceeds of the said life assurance to the beneficiary of the deceased member; and

(bb) an amount equal to the Corporation Tax (if any) payable by the Company in respect of the receipt by the Company of the proceeds of the said life assurance.

6.03 The Directors shall be under an obligation to effect and maintain in force life assurance on the lives of the shareholders of the Company for the time being. The life assurance in effect on the date of adoption of these Articles is set out in the table below. The Directors shall review the level of life insurance cover annually, and shall be bound to maintain cover to the minimum aggregate level of 1.5 x the annual turnover of the Company as shown by the latest annual audited accounts of the Company, such aggregate cover to be apportioned between the shareholders in proportion to their shareholdings for the time being in the Company.

(1) <u>Name of Shareholder</u>	(2) <u>Insurance Company</u>	(3) <u>Policy No. and date of Policy</u>	(4) <u>Benefits</u>
John William Shreeves	Sun Alliance Legal & General	F9027869 UK9145155-9	£800,000 £2400,000 <u>3200,000</u>
Peter Robert Clack	Sun Alliance Legal & General	F9027686 UK9145244-1	£100,000 £300,000 <u>400,000</u>
Edward James Lawrence	Sun Alliance Legal & General	F9027694 UK9145220-1	£100,000 £300,000 <u>400,000</u>

6.04 The Directors may with the sanction of an Extraordinary Resolution of the Company serve notice in writing upon any member requiring him to sell and transfer to the Company or to a purchaser named by the Company at the prescribed price the whole or part of the shares registered in his name, and he shall thereby become bound to transfer the same accordingly.

6.05 If any person having become bound to sell and transfer any shares pursuant to the foregoing provisions of this Article shall make default in transferring the same, the Directors may authorise one of their number to execute on his behalf any necessary transfer and may register and otherwise give effect to the same, and the validity of the proceedings shall not thereafter be questioned by any person.

6.06 The "prescribed price" of a share means the sum which the Auditors for the time being of the Company shall certify to be the appropriate proportion (as hereinafter defined) of the value on the date on which the holder became bound to sell and transfer the same under the foregoing provisions of this Article (hereinafter called "the transfer date") of that part of the net tangible assets which would have been distributable among the holders of the issued shares of the class of which the share forms part if the net tangible assets had been distributed on the date of the

last Balance Sheet adopted by the Company or if none on the transfer date among the members according to their respective rights in a winding-up. The "appropriate proportion" means the same proportion as the amount paid up on the share bears to the amount paid up as at the transfer date on the shares of the class of which it forms part. For the purpose of arriving at the value of the net tangible assets at the transfer date the Auditors may obtain and act on such valuations as they think necessary and may adopt such estimate as they think proper of the profits earned by the Company since the date to which the last audited accounts were made up. In determining the prescribed price the Auditors shall take into account as if it were a liability of the Company any taxation which would be payable on any capital gains (less losses) which would arise if all the assets were on the transfer date disposed of at the values attributed thereto and may make such other adjustments in respect of taxation as in their absolute discretion they consider appropriate. The determination of the Auditors as to the prescribed price at any time shall be final and conclusive."



.....  
J.W. Shreeves



.....  
E.J. Lawrence



.....  
P.R. Clack

No. 1575164

THE COMPANIES ACT 1948 TO 1980

and

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

JOHN SHREEVES AND PARTNERS LIMITED

(Adopted by Special Resolution of the Company passed on 19th August, 1988  
on the re-registration of the Company as a Company Limited by shares  
and amended by a Resolution in Writing of the Company dated )

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PRELIMINARY

1.01 In these Articles and in Table A:

"the Act" means the Companies Act 1985.

"Table A" means Table A in the Companies (Table A to F)  
Regulations 1985 as amended by The Companies (Table A to F)  
(Amendment) Regulations 1985. References to regulations are to  
regulations in Table A.

"the Statutes" means the Companies Act 1985 and any statutory  
modification or reenactment thereof for the time being in force and  
every other Act for the time being in force concerning companies and  
affecting the Company.

2.01 Subject as hereinafter provided, the regulations contained in Table A  
shall apply to the Company.



- 2.02 Regulations 39, 73 to 78 inclusive, and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### SHARES

- 3.01 The share capital of the Company on the date of adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1 each.
- 3.02 Subject to the provisions of Article 3.03 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares hereafter created shall be under control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
- 3.03 The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be £1,000 or such other amount as shall be authorised by the Company in General Meeting.
- 3.04 The authority conferred on the Directors by Article 3.02 and 3.03 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
- 3.05 The provisions of section 89(1) of the Act shall not apply to the Company.

LIEN

- 4.01 The lien conferred by regulation 8 shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

- 5.01 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

PURCHASE OF SHARES BY THE COMPANY

- 6.01 The Directors may at any time and from time to time apply any part of the assets of the Company in purchasing shares of the Company.
- 6.02 (a) A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, if so required by notice in writing given by the Directors, ipso facto become bound to sell and transfer to the Company or a purchaser named by the Company at the prescribed price the shares registered in the name of such member or such of those shares as the Directors may in such notice specify;
- (b) A person becoming entitled to a share in consequence of the death or bankruptcy of a member, shall have the right by giving notice in writing to the Company, to require the Company to purchase the shares registered in the name of such member or such of those shares as the beneficiary may in such notice specify, and the Company shall ipso facto be bound to purchase the shares so registered or so specified in the notice and the price for the shares shall be the lesser of:

- (i) the prescribed price; and
- (ii) the amount payable to the Company under the terms of the life assurance referred to in regulation 6.03 effected by the Company on the life of the deceased member less:-
  - (aa) an amount equal to the Advance Corporation Tax (if any) payable by the Company in respect of the payment by the Company of the proceeds of the said life assurance to the beneficiary of the deceased member; and
  - (bb) an amount equal to the Corporation Tax (if any) payable by the Company in respect of the receipt by the Company of the proceeds of the said life assurance.

**6.03** The Directors shall be under an obligation to effect and maintain in force life assurance on the lives of the shareholders of the Company for the time being. The life assurance in effect on the date of adoption of these Articles is set out in the table below. The Directors shall review the level of life insurance cover annually, and shall be bound to maintain cover to the minimum aggregate level of 1.5 x the annual turnover of the Company as shown by the latest annual audited accounts of the Company, such aggregate cover to be apportioned between the shareholders in proportion to their shareholdings for the time being in the Company.



(1) <u>Name of Shareholder</u>	(2) <u>Insurance Company</u>	(3) <u>Policy No. and date of Policy</u>	(4) <u>Benefits</u>
John William Shreeves	Sun Alliance Legal & General	F9027869 UK 9145155-9	£ 800,000 £2,400,000 <hr/> £3,200,000
Peter Robert Clack	Sun Alliance Legal & General	F9027686 UK 9145244-1	£ 100,000 £ 300,000 <hr/> £ 400,000
Edward James Lawrence	Sun Alliance Legal & General	F9027694 UK 9145220-1	£ 100,000 £ 300,000 <hr/> £4,000,000

6.04 The Directors may with the sanction of an Extraordinary Resolution of the Company serve notice in writing upon any member requiring him to sell and transfer to the Company or to a purchaser named by the Company at the prescribed price the whole or part of the shares registered in his name, and he shall thereby become bound to transfer the same accordingly.

6.05 If any person having become bound to sell and transfer any shares pursuant to the foregoing provisions of this Article shall make default in transferring the same, the Directors may authorise one of their number to execute on his behalf any necessary transfer and may register and otherwise give effect to the same, and the validity of the proceedings shall not thereafter be questioned by any person.

6.06 The "prescribed price" of a share means the sum which the Auditors for the time being of the Company shall certify to be the appropriate proportion (as hereinafter defined) of the value on the date on which the holder became bound to sell and transfer the same under the foregoing provisions of this Article (hereinafter called "the transfer date") of that part of the net

tangible assets which would have been distributable among the holders of the issued shares of the class of which the share forms part if the net tangible assets had been distributed on the date of the last Balance Sheet adopted by the Company or if none on the transfer date among the members according to their respective rights in a winding-up. The "appropriate proportion" means the same proportion as the amount paid up on the share bears to the amount paid up as at the transfer date on the shares of the class of which it forms part. For the purpose of arriving at the value of the net tangible assets at the transfer date the Auditors may obtain and act on such valuations as they think necessary and may adopt such estimate as they think proper of the profits earned by the Company since the date to which the last audited accounts were made up. In determining the prescribed price the Auditors shall take into account as if it were a liability of the Company any taxation which would be payable on any capital gains (less losses) which would arise if all the assets were on the transfer date disposed of at the values attributed thereto and may make such other adjustments in respect of taxation as in their absolute discretion they consider appropriate. The determination of the Auditors as to the prescribed price at any time shall be final and conclusive.

#### PROCEEDINGS AT GENERAL MEETINGS

- 7.01 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 8.01 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.
- 9.01 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them shall be sufficient for the purposes of that regulation.

- 9.02 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."

POWERS AND DUTIES OF DIRECTORS

- 10.01 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.
- 10.02 Without prejudice to Article 10.01, the Company was formed for the purpose of entering into any contracts or arrangements which the Directors may think fit for the transfer to and continuance by the Company of the whole or part of the business hitherto carried on by the firm "John Shreeves and Partners" and of carrying out and giving effect to the same. Some or all of the Directors are or may be vendors to and/or promoters of the Company, but they and all other (if any) of the Directors are nevertheless hereby authorised to act as Directors for the purpose of the said agreements and arrangements and each of them shall be entitled to retain all cash, property and all other advantages payable or otherwise accruing to him thereunder.

- 10.03 It shall be the duty of the Directors to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the rules of conduct for the time being of The Royal Institution of Chartered Surveyors.
- 11.01 The Directors may exercise all the power of the Company contained in Clause 3.(o) of the Memorandum of Association of the Company.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 12.01 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors 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 corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company.
- 12.02 The office of a Director shall be vacated if he is removed from office under Article 12.01. Regulation 81 shall be modified accordingly.

#### ROTATION OF DIRECTORS

- 13.01 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

#### ALTERNATE DIRECTORS

- 14.01 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company.

14.02 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 shall be modified accordingly. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

14.03 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, 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.

#### PROCEEDINGS OF DIRECTORS

15.01 The Directors may meet together for the dispatch of business, adjourn and subject as hereinafter provided, otherwise regulate their meetings and proceedings as they think fit including the determination of the quorum necessary for the transaction of the business of the Directors. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

15.02 The Chairman shall not have a second or casting vote.

15.03 The continuing Directors may act notwithstanding any vacancy in their number.

- 15.04 Any Director or 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 communications equipment whereby all person participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 15.05 The following sentence shall be inserted after the first sentence of regulation 72: "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 although not being a Director of the Company."

OFFICIAL SEAL FOR USE ABROAD

- 16.01 The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

- 17.01 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 of Table A shall be deleted.
- 17.02 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of

immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

#### INDEMNITY

- 18.01 Subject to the provisions of and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

#### MISCELLANEOUS PROVISIONS WHERE MATERIAL OVERSEAS INTEREST EXIST

- 19.01 Table A shall be further modified as follows:
- (a) in regulation 37 the words "within the United Kingdom" shall be deleted;
  - (b) in regulation 88 the third sentence shall be deleted;
  - (c) in regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the

Company for that purpose)" shall be inserted after "registered address";

- (d) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

JGDB/D574