

No. 2388396

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTION
OF
THE CONSTRUCTION INDUSTRY COUNCIL

At the Annual General Meeting of the Construction Industry Council duly convened and held at The Institute of British Architects, 66, Portland Place, London W1 on 10th June 1990 the following resolutions were duly passed as special resolutions of the Construction Industry Council:-

SPECIAL RESOLUTION 1

THAT the regulations contained in the document entitled Articles of Association submitted to the Meeting and for the purpose of identification signed by the Chairman thereof, copies of which were tabled at the Council meeting held 10th May 1990, be and are hereby adopted as the Articles of Association of the Construction Industry Council in substitution for and to the exclusion of the existing Article of Association.

SPECIAL RESOLUTION 2

THAT the Rules and Byelaws contained in the document entitled Rules and Byelaws submitted to the Meeting and for the purpose of identification signed by the Chairman thereof, copies which were tabled at the Council meeting held 10th May 1990, be and are hereby adopted as the Rules and Bye-laws of the Construction Industry Council.

Dated: 12th July, 1990

Maxwell H. Pshum

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THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
- of -
THE CONSTRUCTION INDUSTRY COUNCIL

INTERPRETATION

1. In these Articles-

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

"the Articles" means the Articles of Association of the CIC.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"associate member" means the associate membership granted to an individual, firm or organisation according to the provisions of the Rules and Bye-laws.

"the CIC" means the above-named Company.

"the Council" means the Council for the time being of the CIC.

"executed" includes any mode of execution.

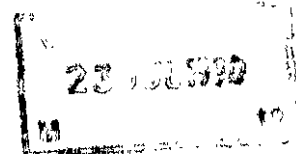
"member of Council" means a representative of a member of the CIC appointed to the Council in accordance with the Rules and Bye-laws.

"office" means the registered office of the CIC.

"Rules and Bye-laws" means the rules or bye-laws made by the Council under Article [] from time to time.

"the Seal" means the common seal of the CIC.

"Secretary" means the Secretary of the CIC or any other person appointed to perform the duties of the



Secretary of the CIC, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the CIC. Words importing persons or bodies shall include corporations, unincorporated associations, learned societies and bodies of persons.

Table C contained in the Companies (Tables A to F) Regulations 1985 and any re-enactment and modification thereof shall not apply to the CIC.

MEMBERS

2. The members of the CIC shall be the subscribers to the Memorandum of Association and such other institutions, bodies or sections of institutions as the Council and any Membership Committee to which the Council may delegate their powers for this purpose, shall admit to membership or associate membership in accordance with the Rules and Bye-laws shall be members and associate members of the CIC.

3. The form of application for membership and associate membership, and the method of admission to membership and associate membership, and the rates of annual subscriptions shall be as provided by the Rules and Bye-laws for the time being in force.

4. Any application for membership or associate membership of the CIC shall be subject to the approval of the Council or of any Membership Committee thereof and the Council or Membership Committee shall not be bound to give any reason for their refusal to admit any person to membership or associate membership.

TERMINATION OF MEMBERSHIP AND ASSOCIATE MEMBERSHIP

5. A member or associate member of the CIC shall forthwith cease to be a member or associate member (as appropriate):-

(i) if it shall resign by giving notice in writing to the Council of its intention so to do in which case it shall cease to be a member or associate member (as appropriate) upon receipt of the notice by the CIC;

(ii) if an order is made or an effective resolution is passed for the winding up or

dissolution of that member or associate member;

(iii) if it is requested by resolution of the Council to resign.

6. No member or associate member who ceases being a member or associate member of the CIC shall be entitled to be repaid any annual subscription to the CIC previously paid by it or any part of such subscription.

GENERAL MEETINGS

7. In every year the CIC shall hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the CIC and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall determine.

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Council may call General Meetings and, if there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council may call a General Meeting.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. A General Meeting may be called by shorter notice if it is so agreed in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat and in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

Subject to the provisions of the Articles the notice shall be given to all the members, all the associate members and auditors of the CIC.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any

person or body entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Four members present by their duly authorised delegates shall be a quorum for all purposes. The number of delegates that members and associate members may send to any meeting shall be determined in accordance with provisions of the Rules and Bye-laws.

13. If, within half an hour from the time appointed for a General Meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present by their duly authorised delegates shall be a quorum.

14. The Chairman, if any, of the Council or in his absence one of the duly authorised members of the Council nominated by the Council shall preside as Chairman of the meeting, but if neither the Chairman nor such other duly authorised member of the Council (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Council present shall elect one of their number to be Chairman.

15. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

16. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -

(a) by the Chairman; or

THE COUNCIL

33. The members of the Council shall be determined in accordance with the provisions of the Rules and Bye-laws.

POWERS OF THE COUNCIL

34. Subject to the provisions of the Act, the Memorandum and the Articles, the Rules and Bye-laws and to any directions given by special resolution, the business of the CIC shall be managed by the Council who may exercise all the powers of the CIC. No alteration of the Memorandum or Articles or the Rules and Bye-laws and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

35. The Council shall not be bound in any case to act personally but shall be at full liberty to employ and pay any agent or servant to transact any or all business of whatsoever nature required to be done in furthering the purpose of the Council and shall be entitled to be allowed and paid all charges and expenses incurred by them. All acts and procedures of such agent or servant to whom powers are delegated must be reported back to the Council as soon as possible.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Council, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

37. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the CIC for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF THE COUNCIL'S POWERS

38. The Council may delegate any of their powers to any committee in accordance with the provisions of the Rules and Bye-laws. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

(b) by the duly authorised delegates of at least three members present.

17. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

19. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be duly authorised delegates of members or associate members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

21. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

22. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

23. A resolution in writing signed or approved by letter, fax or telex by or on behalf of all the members for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a General Meeting of the CIC duly convened and held and when signed or approved may consist of

several documents each signed or approved by a duly authorised representative or attorney of each member.

VOTES OF MEMBERS

24. Only members of the CIC are entitled to vote at a General Meeting through their duly authorised delegates. On a show of hands and on a poll every duly authorised delegate of a member who is present in person shall have one vote. The duly authorised delegates of associate members shall not be entitled to vote either on a show of hands or on a poll.

25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

26. The Council may decide that in respect of any General Meeting postal votes shall be admitted and in the event of such a decision, all members shall be entitled to such a postal vote in which event each member voting by post shall have one vote.

27. The instrument exercising a postal vote shall be in writing either under seal or under the hand of an officer or attorney of the member duly authorised in that behalf.

28. The instrument exercising a postal vote and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the CIC or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the postal vote shall not be treated as valid.

29. A postal vote shall be in favour of or against the resolutions to be proposed at the meeting and shall be in the following form or a form as near thereto as circumstances admit:

"We,

of

a member of the Construction Industry Council hereby vote as follows on the resolutions to be proposed at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the CIC to be held on the day of 19 and at every adjournment thereof

Resolution No.

For

Against

- 1.
- 2.
- 3.

As witness my hand this
19 .

day of

SIGNED

for and on behalf of

30. A vote given or postal vote shall be valid notwithstanding the revocation of the authority under which the vote given or postal vote was made provided that no intimation in writing of such revocation as aforesaid shall have been received by the CIC at the Office before the commencement of the meeting or adjourned meeting for which the vote was made.

31. If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.

CORPORATIONS ACTING BY REPRESENTATIVE AT GENERAL MEETINGS

32. Any corporation, unincorporated association, learned society or body of persons which is a member or associate member of the CIC shall by resolution of its directors or other governing body authorise such person or persons as it thinks fit to act as its delegate or delegates at any meeting of the CIC, and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the corporation, unincorporated association, learned society or body of persons which he or they represent as that corporation, unincorporated association, learned society or body of persons could exercise if it were an individual member of the CIC or individual associate member of the CIC as the case may be.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

39. The office of a member of the Council shall be vacated:-

- (i) the member of the CIC to which the member of the Council belongs ceases to be a member (as appropriate) of the CIC; or
- (ii) the member of the Council is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- (iii) the member of the Council resigns his office by notice in writing to the Council; or
- (iv) the member of the Council absents himself from meetings of the Council during a continuous period of six months without leave of absence from the Council and within three months the Council resolves that by reason of such absence the member of the Council shall vacate his office.

EXPENSES OF MEMBERS OF THE COUNCIL

40. The members of the Council may be paid travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or General Meetings or otherwise in connection with the discharge of their duties.

INTERESTS OF MEMBERS OF THE COUNCIL

41. A member of the Council shall not be disqualified by his office from entering into contracts, arrangements, or dealings with the CIC nor shall any contract, arrangement or dealing with the CIC be avoided, nor shall a member of the Council be liable to account to the CIC for any profit arising out of any contract, arrangement, or dealing with the CIC by reason of such member of the Council being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a member of the Council of the CIC, provided that such member of the Council disclosed to the Council at or before the time when such contract, arrangement, or dealing is determined upon, his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Council the fact that he has acquired such interest. But no member of the Council shall vote as a member of the Council in regard to any contract, arrangement, or dealing in which the member is interested or upon any matter arising

thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Council.

PROCEEDINGS OF THE COUNCIL

42. Subject to the provisions of the Articles and Rules and Byelaws, the members of the Council may regulate their proceedings as they think fit. Four members of the Council may, and the Secretary at the request of eight duly authorised delegates of members of the Council shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

43. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be duly authorised delegates representing four members of the Council present in person.

44. The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number, but, if the number of members of the Council is less than the number fixed as the quorum, the continuing members of the Council may act only for the purpose of filling vacancies or of calling a General Meeting.

45. The members of the Council may appoint a Chairman of the Council in accordance with provisions of the Rules and Byelaws. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Council at which he is present. But if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to be Chairman of the meeting.

46. All acts done by a meeting of the Council, or of a committee of the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or any committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or committee member had been entitled to vote.

47. A resolution in writing signed or approved by letter, fax or telex by each member of the Council who was entitled at the relevant time to notice of a meeting of

the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held and when signed may consist of several documents each signed or approved by or on behalf of one or more members of the Council.

48. A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which that member of the Council is not entitled to vote.

49. The Council may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Council by its duly authorised delegates from voting at a meeting of the Council or of a committee of the Council.

50. If a question arises at a meeting of the Council or of a committee of the Council as to the right of a member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling shall be final and conclusive.

51. The Council shall have the power to appoint such honorary officers of the Council and upon such terms as it thinks fit and otherwise in accordance with the terms of the Rules and Bye-Laws.

BORROWING POWERS

52. The Council may exercise all the powers of the CIC 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 CIC or of any third party and in connection therewith may take out and keep on foot sinking fund or redemption policies.

53. The register of mortgages shall be open to inspection by any creditor or member of the CIC or by any other person without payment.

54. A register of the holders of the debentures or debenture stock of the CIC shall be kept at the Office and shall be open to the inspection of the registered holder of any such debentures or stock and of any member of the CIC subject to such restrictions as the CIC in General Meeting may from time to time impose. The CIC may close the said register for such periods as they may think fit not exceeding in the aggregate thirty days in each year.

SECRETARY

55. Subject to the provisions of the Act, the Secretary shall be appointed by the Council and upon such conditions in accordance with the terms of the Rules and Bye-Laws; and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

MINUTES

56. The Council shall cause minutes to be made in books kept for the purpose-

(a) of all appointments of officers made by the Council; and

(b) of all proceedings at meetings of the Council, and of committees of Council, including the names of members of the Council or committee members present at each such meeting;

and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose and all such minutes shall be signed by the Chairman of the meeting at which they shall have been passed or at the next succeeding meeting.

THE SEAL

57. The Seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or by a second member of the Council.

ACCOUNTS

58. No member or associate member shall (as such) have any right of inspecting any accounting records or other book or document of the CIC except as conferred by statute or authorised by the Council or by ordinary resolution of the CIC.

NOTICES

59. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

60. The CIC may give any notice to a member or associate member either personally or by sending it by post in a prepaid envelope addressed to the member or associate member at its registered address or by leaving it at that address.

61. A member or associate member present at any meeting of the CIC by its duly authorised delegates or delegate shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

62. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

63. Subject to the provisions of the Act but without affecting any indemnity to which a member of the Council may otherwise be entitled-

(a) No member of the Council or other officer of the Council shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Council in consequence of the execution of the duties of his office or in relation thereto;

(b) Every member of the Council or other officer of the Council shall be indemnified out of the assets of the Council against any losses or liabilities incurred by him

(i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and

(ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council; and

(iii) in or about the execution of the duties of his office or otherwise in relation thereto.

DISSOLUTION

64. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the CIC shall have effect as if the provisions thereof were repeated in these Articles.

RULES AND BYE-LAWS

65. The Council may from time to time make such Rules and Bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the CIC and in particular but not exclusively it may by such Rules and Bye-laws regulate:

- (a) the admission of members and associate members of the CIC, the rights and privileges of such members and associate members, the conditions of membership and associate membership including any payments to be made by members and associate members, and the terms on which members and associate members may resign or have their membership and associate membership terminated;
- (b) the co-operation of members and associate members of the CIC with each other, and with the CIC's paid and voluntary staff;
- (c) the procedure at General Meetings of the CIC and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these Articles;
- (d) the management of any property that may be acquired.

66. The Council shall adopt such means as it may deem sufficient to bring to the notice of members and associate members of the CIC all such Rules and Bye-laws, which so long as they shall be in force shall be binding on all members and associate members of the CIC. The CIC in General Meeting shall have power to alter or repeal the Rules and Bye-laws and to make additions thereto provided, nevertheless, that no Rule or Bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the CIC.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

W.T. Rodgers
for and on behalf of
The Royal Institute of British Architects
of 66 Portland Place, London W1N 4AD

K. Banbury
for and on behalf of
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A.V. Ramsay
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D.J. Clark
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of 11 Upper Belgrave Street, London SW1X 8EH

M. Pattison
for and on behalf of
The Royal Institution of Chartered Surveyors
of 12 Great George Street, London SW1P 3AD

DATE:

1989

WITNESS to the above signatures:-

A.B. Sexton
26 Stone Street
London
WC1E 7LT

4904m