



Company Number 2424914

THE COMPANIES ACT 1985

RESOLUTIONS

of

HLM ARCHITECTS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 1 Old Lodge Place, St Margarets, Twickenham, Middx, TW1 1RQ on 17 June 1997 the following Resolutions were passed:

1. Special Resolution - Alteration of Objects

"THAT the provisions of the Memorandum of Association of the Company be altered by deleting the existing Sub-clause (A) of Clause 3 thereof and substituting therefor the following Sub-Clause:

- (A) (i) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description.
- (ii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.
- (iii) To carry on the business of architects and planning consultants in all its branches and to provide create establish and maintain a service and an organisation for and to act as specialists in planning and preparing designs drawings surveys plans models and the like; to maintain an organisation for the provision of a drawing office and design service to engineers builders contractors and others; to supply staff and personnel of every kind to act as advisers on all matters relating to the planning specification estimating reporting alternative methods of layout and other building problems and to collect and disseminate information and data of all kinds; to advise on possible systems and layouts and to supply estimates as to costs; to supply specifications to carry out surveys; to obtain tenders and quotations; to draw up contracts to obtain and place orders for the erection of buildings factories and works and for the supply of all machinery fittings plant and other requisites in relation to the erection and maintenance thereof; to make applications for planning permission council approval licences and the like and for financial assistance and grants in respect of building projects and to undertake supervision for building contracts."

2. Special Resolution - Alteration of Articles of Association

"THAT the Articles of Association of the Company be altered as follows:

(a) by substituting for the existing Article 12 the following Article:

12. (A) A member who intends to transfer any shares or person entitled by transmission (hereinafter called "the Vendor") shall give notice in writing to the Directors specifying the number of shares (hereinafter called "the Said Shares") intended to be transferred and the following provisions shall have effect:

(a) Such notice shall constitute the Directors the Agents of such member or person for the sale of the Said Shares to the other members of the Company at such price as shall be agreed upon by the Vendor and the Directors or in default of agreement at such price as shall be certified in writing by the Auditor for the time being of the Company as being in his opinion the fair selling value of the Said Shares as between a willing vendor and a willing purchaser (ignoring the fact if such be the case that the Said Shares do or do not carry control of the Company) and if the Company is then carrying on business as a going concern on the assumption that it will continue to do so. The fees and expenses of the Auditor in connection with such certificate shall be borne by the Company.

(b) Upon the price being fixed the Directors shall forthwith give notice to all the other members of the Company of the number and price of the Said Shares and invite each of those members to state in writing within thirty days whether he is willing to purchase any and if so what maximum number of the Said Shares.

(c) At the expiration of the said thirty days the Directors shall allocate the Said Shares to or amongst such members as shall have expressed their willingness to purchase and such allocation shall be made so far as practicable pro rata according to the number of shares already held by such members respectively and up to a maximum in the case of each member equal to the number of Said Shares which such member shall have expressed his willingness to purchase.

(d) Upon such allocation being made the Vendor shall be bound on payment of the price fixed as aforesaid to transfer the Said Shares to the purchaser or purchasers and if he makes default in so doing the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and may authorise some person to transfer the Said Shares to the purchaser or purchasers and may enter the name or names of the purchaser or purchasers on the register as holder or holders by transfer of the Said Shares as purchased by it or them.

(e) In the event of any of the Said Shares not being sold in accordance with the above provisions of this Article the Company shall, subject to the provisions of the Companies Act 1985, purchase any of the Said Shares remaining unsold at the price fixed as aforesaid.

**Company Number 2424914**

**Resolution Continued**

(B) The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares (not being such a transfer as is mentioned in Article 12(A)(d)) to a person of whom they shall not approve, whether or not the shares are fully paid, and they may also decline to register any transfer of shares on which the Company has a lien. Clause 24 of Table A shall not apply.

(C) Any person becoming entitled to a share in consequence of the death or bankruptcy of a member or any member who is in the employment of the Company ceasing from any cause to be in such employment shall on the expiration of two months after becoming so entitled or ceasing to be employed be deemed to have given a notice in writing to the Directors under the provisions of Article 12(A) of these Articles and thereupon the provisions of Article 12 shall apply. All the limitations restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable as if the death or bankruptcy of the member had not occurred and a transfer notice had been signed by that member.

(D) Clauses 29 and 30 of Table A shall not apply.

(b) by adding the following Article 13:

13. So long as the title of the Company includes the word "Architects" control of the architectural work carried out by the Company will always rest in the hands of one or more persons whose names are on the Register of Architects maintained under the Architects (Registration) Act 1931."

3. **Elective Resolution**

"It is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act") THAT:

(A) the Company hereby elects pursuant to Section 386 of the Act to dispense with the obligation to appoint auditors annually and that while this resolution remains in force, the remuneration of the auditors be fixed by the Directors.

(B) the provisions of Section 80A of the Act shall apply instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution of an authority under the said Section 80."

4. **Ordinary Resolution - Sub-division of Shares**

"THAT the 100 shares of £1 each in the capital of the Company be sub-divided into 400 shares of 25p each."

5. **Ordinary Resolution - Increase in capital**

"THAT subject to the passing of Resolution 6, the authorised share capital of the Company be increased to £1,000,000 by the creation of 3,999,600 additional ordinary shares of 25p each."

**Company Number 2424914**

Resolution Continued

6. Ordinary Resolution: Authority to allot shares

"THAT subject to the passing of Resolutions 3 and 5 the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in the Act) up to an aggregate nominal amount of £999,998."

Certified True Copy



**CHAIRMAN**