

THE COMPANIES ACTS 1985 and 1989

Company Limited by Shares

WRITTEN RESOLUTION

OF

HLM Architects Limited
(“the Company”)

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY RESOLVE for the purposes of, inter alia, sections 155-158 of the Companies Act 1985 that subject to compliance with the other requirements of sections 155-158 of the Companies Act 1985:

1. Entry into by the Company of the following documents and transactions resulting therefrom are in the best interests of the Company:
 - 1.1 a facility letter between GA Design International (Holdings) Limited (“GA Holdings”) and the Bank of Scotland (“BoS”);
 - 1.2 a composite guarantee among BoS, GA Holdings, the Company, HLM Design Limited (“Design”), HLM Planning Limited (“Planning”) and HLM Landscape Limited (“Landscape”);
 - 1.3 a debenture comprising a covenant to pay and fixed and floating charges over the Company’s undertaking and assets in favour of BoS.
2. Design being the immediate subsidiary of the Company is providing financial assistance arising from the documents and transactions referred to in paragraph 1 to GA Holdings for the purchase of the entire issued share capital of Architects. The giving of the financial assistance by Design be and is hereby consented to and approved.
3. Any act done or document executed pursuant to any of the foregoing paragraphs of this Resolution shall be valid, effective and binding upon the Company notwithstanding any limitation in the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company’s articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions).



Dated this 18th day of December 2001

Signed:

K S Mosley

Signed:

N J Beecroft

Signed:

C J Buckingham

Signed:

D M Cafferty

Signed:

J R Ferguson

Signed:

R C Fraser

Signed:

C D Liddle

Signed:

R P I Parsons

Signed:

L H Welch