

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



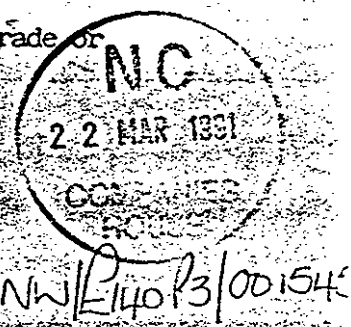
2596893

# Memorandum of Association

OF

ROWLINSON CONSTRUCTIONS LIMITED

1. The Name of the Company is ROWLINSON CONSTRUCTIONS LIMITED
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (1) a. To carry on business as a General Commercial Company.
  - b. To carry on any trade or business whatsoever.
  - c. To carry on the business of general merchants, importers, exporters, manufacturers, manufacturers' agents, mail order dealers, brokers and dealers both wholesale and retail in raw materials generally and manufactured goods.
  - d. To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services.
  - e. The Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.



- (2) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (3) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (4) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
- (5) To enter into partnership or into any arrangement for sharing profits union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take, or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such Company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stock or securities.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.
- (7) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- (8) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise, authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.
- (9) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company and to pay interest on the paid up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.
- (10) To apply for, promote and obtain any Act of Parliament, charter or order for enabling the Company to carry any of its objects into

effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.

- (11) To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- (12) To enter into any arrangements or contracts with any person, firm or Company for carrying on the whole or any part of the business of the Company, and to fix and determine their remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- (13) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.
- (14) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.
- (15) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares of securities of any Company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- (16) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company having for its objects similar objects to those of this Company or any of them.
- (17) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or Company whatsoever.
- (18) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (19) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture

stock and whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem purchase or pay off any such securities.

- (20) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or endowments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (21) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- (22) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (23) To sell, exchange, let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration as the Company may think fit and, in particular, for shares or debentures, debenture stock or other securities of any other company.
- (24) To do all or any of the abovementioned things in any part of the world and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees.
- (25) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company to be made by any person or company.

THE COMPANIES ACTS 1985 AND 1989

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

ROWLINSON CONSTRUCTIONS LIMITED

(Adopted by Special Resolution passed on 30 June 1997)

---

**1 Preliminary**

**1.1 In these Articles:**

"the Act" means the Companies Act 1985 (as amended);

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

"the Statutes" means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the company.

**1.2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the company.**

- 1.3 Regulations 69, 73 to 78 inclusive, 80, 101 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.

## **2 Share capital**

- 2.1 The authorised share capital of the Company at the date of adoption of this Articles is £100 divided into 100 ordinary shares of £1 each.

## **3 Transfer of shares**

- 3.1 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. Regulation 24 shall be modified accordingly.

## **4 General Meetings**

- 4.1 Regulation 37 shall be modified by:

- (a) the substitution of the words "four weeks" for the words "eight weeks";  
and
- (b) the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence: "The holder of a majority of the issued Ordinary Shares shall be entitled at any time to call a general meeting."

- 4.2 For all purposes of these Articles apart from the company has only one member, a general meeting of the company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a

member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

- 4.3 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 on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the company and to be signed by a director or the secretary of the company.
- 4.4 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.
- 4.5 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

## **5 Powers and duties of directors**

- 5.1 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. Regulations 94 and 95 shall be modified accordingly.

## **6 Appointment, removal and disqualification of directors**

- 6.1 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 lodgment at the registered office of the company.
- 6.2 The office of a director shall be vacated if he is removed from office under Article 6.1. Regulation 81 shall be modified accordingly.

- 6.3 Unless and until otherwise determined by the company by Ordinary Resolution, either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

## **7 Rotation of directors**

- 7.1 The directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 and the last sentence of regulation 84 shall be deleted.

## **8 Alternate directors**

- 8.1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.
- 8.2 Any appointment or removal of an alternate director under Table A shall be delivered at the registered office of the company.
- 8.3 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 pursuant to Article 10. 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.

- 8.4 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.

## **9 Proceedings of directors**

- 9.1 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 persons 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.
- 9.2 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.
- 9.3 The following words shall be inserted at the end of the first sentence of regulation 72: "(any committee appointed pursuant to these Articles to have power unless the directors direct otherwise to co-opt as a member or members of the committee any person or persons although not being a director of the company.)".

- 9.4 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

## **10 Barlows Directors**

- 10.1 Those Directors of the Company for the time being who are also Directors of Barlows plc are hereinafter referred to as "Barlows Directors" which expression shall also include any other Director of the Company with regard to whom there shall for the time being be in force and unrevoked a written notice from Barlows plc to the Company to the effect that he shall be regarded as a Barlows Director for the purpose of these Articles.
- 10.2 The quorum necessary for the transaction of the business of the Directors at a Meeting of Directors shall be two of whom one shall be a Barlows Director and regulation 89 shall be modified accordingly.
- 10.3 Upon any question put at a Meeting of Directors the Barlows Directors or such one or more of them as shall be present shall (together if more than one) have one more vote than the remaining voting directors together and the fifth sentence of regulation 89 shall be deleted.
- 10.4 The Directors may elect one of the Barlows Directors to be Chairman of their Meeting, but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number (being a Barlows Director) to be Chairman of the Meeting and regulation 91 shall not apply.

## **11 The seal**

- 11.1 If the company has a seal, it shall only be used with the authority of the directors or a committee of the directors. The directors may determine who

shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the company has a seal.

- 11.2 If the company has a common seal, the company may also 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.

## 12 Notices

- 12.1 Every director of the company 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.
- 12.2 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 modified accordingly.
- 12.3 In the first sentence of 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".

12.4 A notice posted to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given at the expiration of 7 days after the envelope containing it was posted and regulation 115 shall be amended accordingly.

12.5 Regulation 116 shall be modified by the substitution of the words "the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom" in the first sentence thereof.

### 13 Indemnity

13.1 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.