

Company Number 2734339

The Companies Acts 1985

SPECIAL RESOLUTIONS

OF


GW SHELFCO 4 LIMITED

Passed on 18 September 1992

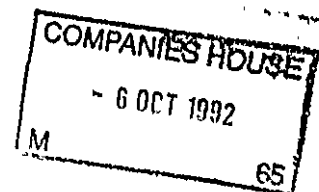
At an Extraordinary General Meeting of the above named Company duly convened and held at 27 Hammersmith Grove, London W6 on 18 September 1992 the following Resolutions were passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

1. That the provisions of the Memorandum of Association of Company be altered by deletion therefrom of clause 3 thereof and the substitution therefor a new clause 3 in the form set forth in the printed document produced to the meeting and signed by the Chairman thereof.
2. That the regulations contained in the printed document produced to the meeting and signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.


P W I Ingram
Secretary

Dated this 18th day of September 1992



THE COMPANIES ACT 1985

No.2734339

COMPANY LIMITED BY SHARES

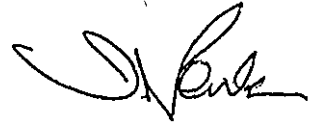
MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

WIMLAS LIMITED

Incorporated 24 July 1992





COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WIMLAS LIMITED

(as amended by Special Resolution passed 18 September 1992)

1. The name of the Company is WIMLAS LIMITED (the name of the Company was changed from GW Shelfco 4 Limited on 30 September 1992).
2. The registered office of the Company will be situate in England and Wales.
3. The Company's objects are:
 - a) To carry on all or any of the businesses of testing, assessment, approval and certification related to materials, products, systems and components for use in building, construction, civil, mechanical and electrical engineering and all associated industries, and the coordination of interested bodies for this purpose, scientific research into such interests, conduct of testing and certification projects, presentation of exhibitions, publication in books and all or any forms of media, publication of certificates of conformity, fitness for use, quality, test and assessment data, for advancement of knowledge and understanding concerning the performance, safety and quality of building and construction in all its aspects, sale of all or any other products associated with these subjects, to act as franchisers, advisors and consultants upon all matters affecting the supervision, development, execution and planning of testing, assessment and certification projects and matters in any part of the world and to set up, establish, maintain and operate a scientific and technical organisation for the collection, compilation and dissemination of information, data of all kinds to set up, establish, maintain and operate testing services for structural, physical, chemical, environmental, materials, quality and buildability assessments; to advise on, investigate, inspect and examine, sites, samples, systems, layouts and designs of all kinds; to obtain and place orders for plant, machinery, equipment and services required in all or any of the before mentioned businesses and to carry on

being required by law.

- w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- x) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

- * 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

* The Authorised Share Capital of the Company was increased by Ordinary Resolution on 18 September 1992 to £10,000.

WE, the several persons whose names and addresses 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 Description of Subscribers	Number of Shares taken by each Subscriber
DAVID MICHAEL PENTON 2 Ullswater Road Barnes London SW13 9PJ	One
Company Director	
STEFAN EDWARD BORT 180A Underhill Road London SE22 0QH	One
Company Secretary	

Dated this 10th day of July 1992.

Witnesses to the above signatures

ANTHONY GRAHAM JONES
36 Beechwoods Court
Crystal Palace Parade
London SE19 1UN

Company Secretary

COMPANY LIMITED BY SHARES



A R T I C L E S O F A S S O C I A T I O N

of

WIMLAS LIMITED

Preliminary

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 72 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and accordingly:-
 - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public,

and Sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

SHARES

5. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

(i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company.

(ii) the Members in General Meeting may by Ordinary Resolution:-

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;

(b) revoke or vary any such authority (or renewed authority);

(iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In the Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

6. In accordance with section 91 of the Act, sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to

accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

7. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
8. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
9. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

10. The lien conferred by Regulation 8 of Table A shall attach to all shares 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 holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

11. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called

"the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

- (c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- (d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any share shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.
- (f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation

notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

- (g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.
 - (h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.
 - (i) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
12. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

13. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.
14. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

15. The First Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.
16. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
17. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
18. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
19. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

20. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

DELEGATION OF DIRECTORS' POWERS

21. The Directors shall establish a committee known as the WIMLAS Governing Board to exercise all powers and responsibilities for the process and performance of certification by WIMLAS Limited including, inter alia.
 - (a) The formulation of the policies on matters relating to the operation of the certification process.
 - (b) The review of the implementation of WIMLAS policies with particular regard to its competence and impartiality.

- (c) The hearing of appeals from applicants and licences in respect of action by WIMLAS to refuse to grant, or to withdraw, licences and action in connection with the misleading use of certificates.

FINANCING THE SCHEME

22. Financing of the scheme will be the responsibility of WIMLAS Limited. The Governing Board will take the right to receive and retain funds as necessary to maintain and run the scheme for the time it is accredited, and to decline financial support to which conditions are attached which in the Governing Board's view compromise the scheme's impartiality.

COMPOSITION OF GOVERNING BOARD

23. The WIMLAS Governing Board shall consist of Directors or employees of the Company, and independent members who are not employees of George Wimpey PLC or any of its subsidiaries.

The maximum number of Directors or Company employees who are members of the WIMLAS Governing Board shall be two, and the minimum number shall be one.

The minimum number of independent members shall be six and unless and until otherwise determined by the Governing Board there shall be no maximum number.

Independent members shall be representatives of nominating organisations. Nominating organisations shall be bodies, companies, institutes, agencies, government departments or associations which have a prominent interest in the quality and performance of materials, products, systems or components supplied for use in building and construction and associated industries.

Each individual nominating organisation shall be represented by no more than one independent member.

Nominating organisations from the following categories shall each be represented by at least one independent member:-

- (a) Organisations concerned with the production or manufacture of building materials, products, systems or components.
- (b) Organisations concerned with the use, specification or design of such products.
- (c) Organisations concerned with regulations, standards or guarantees of such products.
- (d) Academic, professional or research organisations concerned with the building and construction industries.

There shall not be a majority of WIMLAS Governing Board members from any one of the above categories.

Four members of the Governing Board including one Director or Company employee shall constitute a quorum for a valid

meeting of the Governing Board.

ELECTION OF MEMBERS OF THE GOVERNING BOARD

24. The Directors shall elect Directors or Company employees as members of the WIMLAS Governing Board.

Members of the Governing Board may from time to time invite additional organisations to nominate independent members as their representatives, such organisations to be approved by a majority vote of the Governing Board. Any such invitations would be directed to nominating organisations, which will be free to nominate whomsoever they wish.

If an independent member leaves the Governing Board for whatever reason, it shall be at the discretion of the remaining independent members of WIMLAS Governing Board whether to invite his nominating organisation to replace him, or to send an invitation to a different nominating organisation or none at all, but always subject to the requirements of Article 24.

CHAIRMAN OF THE GOVERNING BOARD

25. The WIMLAS Governing Board shall elect a Chairman from amongst its independent members for a term of three years, renewable if so decided by the WIMLAS Governing Board.

GENERAL MEETINGS OF THE GOVERNING BOARD

26. General meetings of the WIMLAS Governing Board shall be held not less than three times each year. If any member is unable to attend, the represented organisation may nominate a replacement to attend and vote on their behalf.

Names, Addresses and Description
of Subscribers

Number of Shares
taken by each
Subscriber

DAVID MICHAEL PENTON
2 Ullswater Road
Barnes
London SW13 9PJ

One

Company Director

STEFAN EDWARD BORT
180A Underhill Road
London SE22 0QH

One

Company Secretary

Dated this 10th day of July 1992.

Witnesses to the above signatures

ANTHONY GRAHAM JONES
36 Beechwoods Court
Crystal Palace Parade
London SE19 1UN

Company Secretary