

THE COMPANIES ACTS 1908 to 1917

COMPANY LIMITED BY SHARES

13388

MEMORANDUM OF ASSOCIATION

of

SHANKS & MCEWAN LIMITED



1. The name of the Company is Shanks & McEwan Limited.
2. The registered office of the Company will be situate in Scotland.
- * 3. The objects for which the Company is established are:-
 - (a) (i) To act as an investment and property holding company and for that purpose to acquire by original subscription, purchase, exchange or otherwise and to hold, either in the name of the Company or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company whatever incorporated or carrying on business, or by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, regional, local or otherwise in any part of the world and to acquire by purchase, feu, lease, exchange or otherwise and to hold as aforesaid any lands, buildings, or other real or heritable property of any tenure and description, whether situated in the United Kingdom or elsewhere and to manage any such investments and property so acquired.
 - (ii) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and

* Clauses 3(a), (b), (c) and (d) were altered pursuant to a Special Resolution dated 18 August 1989.

house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not.

- (b) (i) To carry on in the UK and elsewhere in the world the business and activities of management consultants and to render management, industrial, commercial, financial, secretarial, public relations, industrial relations, market research and other related services to any person, firm or corporation engaged in any business, trade or activity.
- (ii) To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business or industry and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the Company's objects.
- (iii) To act as agents, managers or intermediaries in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management,

prospects, value and circumstances of any business, concerns and undertakings and generally of any assets, property or rights of any kind.

- (c) (i) To carry on the business of waste disposal contractors in all their branches in the United Kingdom and elsewhere including the collection, transportation, handling, treatment and/or disposal of domestic, commercial, industrial, agricultural and/or any other waste and/or any scrap.
- (ii) To purchase, rent, lease, occupy, hire, construct, erect, maintain, reclaim, restore and develop any lands, quarries, clay pits, buildings, transfer stations, and plant and machinery in connection with the collection, transportation, handling, treatment and disposal of waste or scrap.
- (iii) To construct, erect, lay down, enlarge, alter and maintain any roads, railways, sidings, bridges, buildings, tanks, drains, pipes, culverts, channels, plant and machinery, sewage and other works or things necessary or convenient for the Company's business.
- (iv) To carry on the business of carriers and haulage contractors by all means of transport by land, sea, rail and inland waterway and to operate, work, repair, maintain, equip and to construct, purchase, sell, hire or lease lorries, trucks, engines, rolling stock, ships or any other vehicles appropriate for the carriage of passengers, goods, waste or scrap.
- (v) To manufacture, purchase, sell, deal in, or otherwise dispose of manures, chemicals, oils, vegetables, and other substances, materials and things that may be dealt with in connection with the collection, transportation, handling, treatment and disposal of waste.
- (vi) To collect, prepare for market, distribute, import and export landfill gas and gases of all kinds and to utilise and

develop for sale or use landfill gas and other sources of energy generally.

- (vii) To carry on all or any of the trades or businesses of builders and building contractors, civil and constructional engineers, public works contractors, quarry owners, quarriers, brick manufacturers, plumbers, excavators, colliery proprietors, contractors for mining, road making, drainage, site levelling, embankment building and for the erection of dams and culverts and all other civil engineering operations and equipment and services for and in connection with all aspects of the construction and contracting industry.
- (viii) To acquire lands, mines, metals and minerals of any sort, and mining and quarrying and other similar rights and to work any mines or pits and to search for, bore for, work, win, and get any of the substances before mentioned or referred to, and to exercise any quarrying, mining, or similar rights acquired or to be acquired by the Company, and to manufacture or treat or subject to any process or processes any of the said substances, and to let or sub-let on lease or otherwise, sell, deal in, and dispose of or otherwise turn to profit any of the said lands, mines, metals, minerals, aggregates or other substances or the products thereof either belonging to the Company or any other company or persons, and generally to carry on the business of land owners, mineral owners, royalty owners, miners and wholesalers, retailers, hirers, manufacturers and providers of, and dealers in, any or all of the metals, minerals, and other substances before referred to, and for any of these purposes to act as agents or licensees upon commission or otherwise.
- (d) To buy, sell, manufacture, export and deal in all or any of the

substances, articles, goods and products before mentioned or referred to, and also machinery, plant, implements, conveniences, provisions, and things capable of being used in connection with any of the operations before mentioned or referred to, or required by workmen or others employed by the Company or by any other Company or any persons engaged in any such operations.

- (e) To carry on any other business (whether manufacturing, trading or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- (f) To purchase, manufacture, hire, charter, feu, lease or by other means acquire any property, heritable or moveable, real or personal, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company, or to acquire or dispose of any rights, privileges, or easements over or in respect of any such property.
- (g) To build, construct, maintain, alter, enlarge, work, pull down and remove or replace any buildings, factories, mills, offices, works, plant, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (h) To purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents,

patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (i) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts, or things aforesaid, or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock, or securities so received.
- (j) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, feu, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the heritable or moveable property and rights of the Company.
- (k) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (l) To lend and advance money or give credit to such persons and on such terms as may seem expedient with or without security and

without prejudice to said generality in particular to customers and others having dealings with the Company, and to purchasers of any of the property of the Company, and to enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a heritable security or other fixed security or assignation in security or assignation or other conveyance and with or without a security or assignation or other conveyance or mortgage or pledge of or charge over or set-off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount thereof or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business.

- (m) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing, by Bond and Disposition and Assignation in Security of any part or the whole of the Company's property, heritable or moveable, or by ex facie absolute conveyance thereof, or by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or

future), including its uncalled capital, and also by a similar Bond, Disposition, Assignment, conveyance, mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem and pay off any such securities.

- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To apply for, promote and obtain any Act of Parliament, Provisional Order or License of the Board of Trade or other authority 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's interests.
- (p) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, landowners or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (q) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (r) To act as agents or brokers and as trustees for any person, firm,

or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (s) To remunerate any person, firm or company rendering services to this Company, and without prejudice to said generality, in particular any servant, director, or employee of the Company, either by cash payment or by the allotment to him or them of Shares of the Company credited as paid up in full or in part, or by giving to him or them a share or interest in the profits of the Company or by a combination of two or more of these modes, or in such other manner as the Company shall think fit.
- (t) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks or Securities of this Company.
- (u) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (v) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or Place.
- (w) To promote any other Company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may

appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.

- (x) To sell, feu, lease, or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company purchasing the same.
- (y) To distribute among the members of the Company in kind any property of the Company, and without prejudice to said generality, in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is limited.

5. The Share Capital of the Company is £150,000, divided into 150,000 Shares of £1 each.

WE, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association; and we agree respectively to take the number of

shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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GAVIN SHANKS 63A St. Vincent Street, Glasgow Contractor	One
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JOHN J. McMURDO 10 Bank Street, Airdrie Solicitor	One
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Two

Dated the 17th day of November 1924.

Witness to the above signatures:-

J. CAMPBELL MacGREGOR,
10 Bank Street,
Airdrie
Solicitor