

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

89,468 / 14

MEMORANDUM

and

ARTICLES of ASSOCIATION

of

BOVIS CONSTRUCTION (SCOTLAND) LIMITED

Incorporated: 20th August 1984.

MacRobert Son & Hutchison,
Solicitors,
Glasgow.

12

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BOVIS CONSTRUCTION (SCOTLAND) LIMITED

(As altered by Special Resolution passed on 7th January, 1985)

- I. The Name of the Company is "BOVIS CONSTRUCTION (SCOTLAND) LIMITED".
- II. The Registered Office of the Company will be situate in Scotland.
- III. The Objects for which the Company is established are:-
 - (1) To carry on all or any of the businesses of builders, general contractors, public works contractors, decorators, gas, water, electrical, mechanical, sanitary and general engineers, constructional engineers, cabinet makers, furniture makers, woodworkers, painters, decorators, house and land agents, architects, surveyors, auctioneers, insurance agents, motor and other vehicle dealers, manufacturers and repairers, iron and brass founders, metal workers, boiler makers, machinists, iron and steel converters, smiths, metallurgists and toolmakers, and to carry on any other trade or business whatsoever which can or may, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

- (2) To make, buy, sell, manufacture, repair, alter, exchange, let on hire, import, export and deal in all plant, machinery, apparatus, materials, ingredients, articles, commodities and things which may be required for the purpose of any of the said businesses and commonly supplied or dealt in by persons engaged in any such businesses or which may seem capable of being profitably dealt in in connection with any of the said businesses.
- (3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, and any real and personal property of any kind necessary or convenient for the Company's business.
- (4) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
- (5) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, building thereon, paving, draining or sewerage the same, letting the same on building occupation or other lease or agreement or granting the same on chief rent, and by advancing money to or entering into contracts and arrangements of all kinds with builders, tenants and others.
- (6) To construct or in anywise acquire absolutely or for any interest ships, barges, lighters and boats, wharves and

warehouses of any description, and to carry on all or any of the businesses of shipowners, barge owners, wharfingers, warehousemen and merchants.

- (7) To construct, or join in the construction of railways, tramways, canals, docks, harbours, piers, wharves, roads, embankments, reservoirs, works of irrigating and reclaiming land, electric, telephonic, water, gas or power supply works, and to equip, work and maintain railroads and tramways.
- (8) To apply for, purchase or otherwise acquire, investigate and turn to account any patents, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (9) To borrow or raise or secure the payment of money in any manner and on any terms.
- (10) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the capital, original or

increased, of the Company, and whether at the time issued or created or not, and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.

- (11) To issue and deposit any securities which the Company has power to issue by way of mortgage, to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (12) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations, engagements and contracts of any persons or companies and in particular customers of the Company or any persons or companies with whom the Company may have or intend to have business relations.
- (13) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (14) To give all descriptions of guarantees, and in particular to guarantee the principal and interest of and any premium which may become payable on any mortgages, debentures, debenture stock or other obligations and the dividend on and the return, either with or without any premium, of the capital paid on any shares.

- (15) To apply the money of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anywise connected with any particular trade or business, or with trade or commerce generally, including any association, institution or fund for protection of the interests of masters, owners and employers against loss by bad debts, strikes, workmen's combinations, fire or accidents, or for the benefit of any clerks, workmen or others at any time employed by the Company or their families, and whether or not in common with other classes of persons, and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, churches, chapels, schools and hospitals, and to grant pensions and allowances, and to contribute to any funds raised by local or public subscriptions for any purpose whatsoever.
- (16) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments, negotiable or otherwise.
- (17) To subscribe for absolutely or subject to any condition or contingency, or purchase or acquire in any way any shares, stock debentures, debenture stock or other obligations of any other company of any description.
- (18) To hold all or any shares or obligations acquired by the

Company or to sell or reissue the same with or without guarantee, or to distribute them or any other assets of this Company in kind upon a division of profits or distribution of capital among the members, and in the case of any cash, shares or obligations receivable upon any sale or amalgamation to arrange in case at the time of any such sale or amalgamation the shares of this Company shall be of different classes for the distribution of any proceeds of sale in any manner authorised by or under the provisions of the Articles of Association for the time being.

- (19) To hold in the names of others any property which the Company is authorised to acquire.
- (20) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (21) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock, on any company or

corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (22) To enter into partnership or any arrangement for sharing profits, union of interests, or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company.
- (23) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (24) To purchase or otherwise acquire and undertake all or any part of the business, property and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (25) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in respect of, and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or

any of the property for the time being of the Company, and for any consideration, whether in cash or in shares (fully or partly paid), debentures, debenture stock or other interests in or securities of any company or otherwise.

- (26) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any such other company, or in any other manner.
- (27) To subscribe absolutely or subject to any condition or contingency for or purchase or acquire in any way any shares, debentures, debenture stock or other obligations of any other company of any description.
- (28) To close, abandon and give up any works or business at any time acquired by the Company.
- (29) To manage or take part in the management, supervision and control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any Directors, Managing Directors, Managers, trustees, accountants or other experts or agents.
- (30) To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter

into any agreement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently, to close any such business or branch, and to act as managers or to appoint directors or managers of any such subsidiary company.

- (31) To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business, or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the Company may think fit.
- (32) To apply for at the cost of the Company and obtain any Provisional Order or Act of Parliament, or order or decree of any court, or concession or right from any authority, supreme municipal, local or otherwise for enabling the Company to extend its objects, or 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 calculated directly or indirectly to benefit the Company, and to oppose any Provisional Order, Bill in Parliament, decree, right or concession which may seem

directly or indirectly opposed to the Company's interests.

(33) To incorporate the Company or otherwise procure the Company to be constituted, registered or recognised in accordance with the laws in force in any country in which the Company may desire to carry on business, and to apply for and accept or acquire upon any terms any licence or concession, and by the deposit of money or otherwise to comply with the terms of any such concession or any terms precedent to it being granted.

(34) To pay all preliminary expenses of the Company, and any company promoted or formed by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the expenses and costs of owners of any business or property acquired by the Company, and to remunerate any person or company for services rendered in placing or assisting to place, or subscribing or agreeing to subscribe, whether absolutely or conditionally for any of the shares, debentures or debenture stock or other obligations of or for any other services in or about the promotion of or the issue of the capital or obligations of this or any other company, or the conduct of the business of this or any other company, and to grant to any person or company so subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions as aforesaid an option to require the Company to issue to him or it and/or his or its nominees further

shares in the Company at not less than par, or further debentures, debenture stock or other obligations of the Company at any price, and also to pay any costs of winding up any company the whole or any portion of the property of which is acquired by this Company.

(35) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(36) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number shall include the plural number and vice versa and the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each of the foregoing paragraphs of this Clause shall be regarded as independent objects and, accordingly, shall, except where otherwise expressed in such paragraphs, be in no wise limited or restricted by reference to or inference from any other paragraph.

IV. The liability of the Members is limited.

V. The Share Capital of the Company is £100 divided into 100 shares

of £1 each.

VI. 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 respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BOVIS CONSTRUCTION (SCOTLAND) LIMITED

(As adopted by Special Resolution passed on 7th January, 1985)

TABLE A

1. Subject as hereinafter provided, the regulations contained in Part 1 of Table A, in the First Schedule to the Companies Act 1948 (hereinafter as amended by the Companies Acts 1967 to 1981 called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Regulations 24 and 53 of Table A shall not apply. The word "also" in line 1 of Regulation 25 of Table A shall be deemed to be deleted.

SHARES

3. The share capital of the Company is £100 divided into 100 Shares of £1 each.
4. All unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

DIRECTORS

5. Until otherwise determined by the Company in General Meeting the

number of Directors shall not be less than two and Regulation 75 of Table A shall be deemed to be read and construed accordingly. A Director shall not be required to vacate his office and no person shall be ineligible for appointment or reappointment as a Director by reason of his attaining the age of seventy or any other age, and Regulation 88(a) of Table A shall be deemed to be deleted.

6. A Director need not be a Member of the Company and Regulation 77 of Table A shall not apply.
7. Each Director shall have the power to appoint either (i) another Director or (ii) any other person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence, and at his discretion to remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

8. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.
9. Regulation 84(1) of Table A shall be construed as if there had been added at the end thereof the following words:-

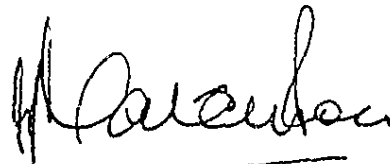
"and subject to such disclosure, a Director may vote in respect of any contract or arrangement in which he is interested, and he shall be reckoned for the purpose of constituting a quorum of Directors".

Regulation 84(2) of Table A shall not apply.
10. The proviso at the end of Regulation 79 of Table A shall not apply.
11. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Regulation 88 of Table A as deemed to be amended by these Articles) hold office until he is removed pursuant to Article 8. Regulations 89 to 97 (inclusive) of Table A shall not apply.

DIVISIONAL, DEPARTMENTAL OR REGIONAL DIRECTORS

12. The Directors may from time to time appoint any person to be a Divisional Departmental or Regional Director and define, limit or restrict his powers and duties and determine his remuneration and the designation of his office and may at any time, subject to the terms of any contract entered into in any particular case, revoke any such appointment. A Divisional Departmental or Regional Director (notwithstanding that the designation of his office may include the word "Director") shall not by virtue of such office be or have power to act as a Director of the Company nor be entitled to receive notice of nor attend or vote at meetings of the Directors or any committee thereof nor be deemed to be a Director for any of the purposes of these Articles.

What is contained on this and the 16 preceding pages is a Print of the Memorandum and Articles of Association of the Company as altered and adopted respectively by Special Resolution passed on 7th January, 1985.



Director.