



COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

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2312495
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Name of company

\* HALCROW GILBERT ASSOCIATES LIMITED

\* insert full  
name of CompanyI, ANTHONY CHARLES CADWALLADER  
of 114 Princes Park Avenue, Temple Fortune, London NW11 0JXI delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at

MYERS, EBNER & DEANER

Declarant to sign below

Medway House101/3 Shepherds Bush Roadthe Hammersmith, London W6 7LP 5/10/88

One thousand nine hundred and

before me

HELEN JOHANSEN B.A. (HONS.)

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

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**Jordan & Sons**JORDAN & SONS LIMITED  
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LONDON EC1A 3ET  
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TELEX 961050Presenter's name address and  
reference (if any):

172215/23

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New Companies Section

Post room

G

COMPANIES FORM No. 10

10

**Statement of first directors  
and secretary and intended  
situation of registered office**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* Insert full name  
of company

To the Registrar of Companies

For official use

Name of company

\* HALCROW GILBERT ASSOCIATES LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Burderop Park, Swindon, Wiltshire

Postcode SN4 0QD

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

JORDAN & SONS LIMITED

21 ST THOMAS STREET

WIMBORNE BH1 1JQ

Postcode

Number of continuation sheets attached (see note 1)

1

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LONDON N1 6EE  
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Presentor's name address and  
reference (if any):

*HALCROW GILBERT ASSOCIATES LIMITED*  
*21 ST THOMAS STREET*  
*WIMBORNE BH1 1JQ*

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General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, the directors of the company (note 2) are as follows:

Name (note 3) <u>David Owen LLOYD</u>		Business occupation	
Previous name(s) (note 3) <u>-</u>		Chartered Engineer	
Address (note 4) <u>Kingsley, The Mead, Cirencester,</u>		Nationality	
<u>Gloucestershire</u>		British	
Postcode <u>GL7 2BB</u>		Date of birth (where applicable)	
Other directorships † <u>Halcrow Holdings Ltd; Sir William Halcrow &amp; Partners Ltd;</u>		(note 6) <u>-</u>	
<u>SWHP Ltd; Halcrow &amp; Co (Consulting Engineers &amp; Architects); Halcrow-Balfour Ltd; Halcrow-ULG Ltd; Solutions From Technology Ltd.</u>			
I consent to act as director of the company named on page 1			
Signature <u>David Owen Lloyd</u>		Date <u>4.10.88</u>	

† enter particulars of other directorships held or previously held (see note 5) If this space is insufficient use a continuation sheet

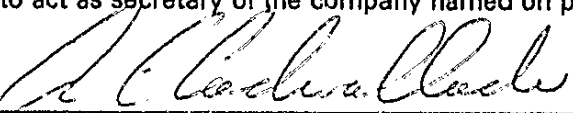
Name (note 3) <u>James Christopher THORNE</u>		Business occupation	
Previous name(s) (note 3) <u>-</u>		Chartered Engineer	
Address (note 4) <u>Greenlands</u>		Nationality	
<u>Lyneham</u>		British	
Postcode <u>SN15 4PE</u>		Date of birth (where applicable)	
Other directorships † <u>Sir William Halcrow &amp; Partners Ltd; Mott Halcrow Gibb Ltd.</u>		(note 6) <u>-</u>	
I consent to act as director of the company named on page 1			
Signature <u>J.C. Thorne</u>		Date <u>4.10.88</u>	

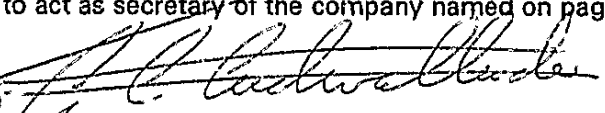
Name (note 3) <u>Keith Haverland MILLARD</u>		Business occupation	
Previous name(s) (note 3) <u>-</u>		Engineer	
Address (note 4) <u>Berrywood, Ivy Lane, Woking</u>		Nationality	
<u>Surrey</u>		British	
Postcode <u>GU22 7BY</u>		Date of birth (where applicable)	
Other directorships † <u>Managing Director - Gilbert Associates (Europe) Limited</u>		(note 6) <u>20 11 42</u>	
<u>Director - Nuclear Services Group Limited</u>			
I consent to act as director of the company named on page 1			
Signature <u>Keith Haverland Millard</u>		Date <u>4.10.88</u>	

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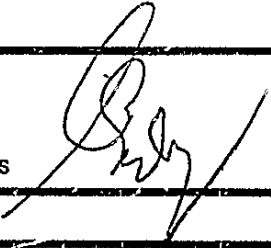
Please complete  
legibly, preferably  
in block type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) Anthony Charles CADWALLADER	
Previous name(s) (note 3) -	
Address (notes 4 & 7) 114 Princes Park Avenue, Temple Fortune, London	
Postcode NW11 0JX	
I consent to act as secretary of the company named on page 1	
Signature 	Date 4. 10. 88

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature 	Date

delete if the form is  
signed by the  
subscribers

Signature of agent on behalf of subscribers 	Date 4/10/88
--	--------------

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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write in  
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# COMPANIES FORM No. 10 (cont.)

## Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 1  
to Form No. 10

Company number


Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* insert full name  
of company

\* HALCROW GILBERT ASSOCIATES LIMITED

Particulars of other directors (continued)

Name (note 3)	Peter Andor HEGEDUS	Business Occupation	Engineer	
Previous name(s) (note 3)		Nationality	British	
Address (note 4)	Preston Road, RDI	Date of birth (where applicable) (note 6)	22.10.41	
PO Box 280, Wernersville, PA 19565				
USA	Postcode	PA 19565		
I consent to act as director of the company named above (notes 9 and 10)				
Signature			Date	4.10.88

Particulars of other directorships

Chairman - Gilbert Associates (Europe) Limited

Director - Nuclear Services Group  
(currently being registered as a director)

Director - Gilbert Associates (Australia) Pty Ltd

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† delete if  
inappropriate

continued overleaf †

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

HALCROW GILBERT ASSOCIATES LIMITED



1. The name of the Company is "HALCROW GILBERT ASSOCIATES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) (1) To carry on the business of design managers and consulting engineers, in coal, oil, gas and nuclear power production, information technology and in mechanical, electrical, marine, service, telecommunication, chemical, civil, structural and general engineering, and any businesses which are in connection therewith or naturally incidental thereto.

(2) To carry on the business of consultants in materials, components, techniques and processes used or capable of being used in the course of or in connection with any of the businesses referred to herein, and to use and apply the same for the purposes of the Company.

(3) (i) To make surveys, feasibility studies and reports, including proposals for the financing of construction and manufacture;

(ii) To prepare plans, drawings, designs, tender documents, contracts and specifications for projects of all kinds, including engineering and other works;

(iii) To provide supervisory and management services, and inspection and quality systems, training and maintenance services;

(iv) To provide services for the supervision of manufacture and construction;

(v) To advise generally on the planning, execution, financial control and operation of projects.

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BRISTOL BS1 0J9

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(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 the 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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 mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.



(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

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

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Company's share capital is £300,000 divided into 300,000 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	---

For and on behalf of  
Sir William Halcrow & Partners Limited One "A" Share  
Anthony Charles Cuckoalade  
(Director, and Secretary)  
Vineyard House, 44 Brook Green  
London W6 7BY

For and on behalf of:  
Gilbert Associates (Europe) Limited, One B Share  
Keith Haverland Millard.  
(Managing Director)  
Frasen House, 15 London Road  
Twickenham TW1 3ST.

Total shares taken

Two

Dated 4 October 1988

Witness to the above Signatures,

B. C. F. H.  
Barbara Liffman  
18 Spruce Close  
New Malden  
Surrey KT3 5BP

Execution

# THE COMPANIES ACT 1985

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### HALCROW GILBERT ASSOCIATES LIMITED

##### PRELIMINARY

1. The regulations contained or incorporated in Table A as set out in the Companies (Tables A to F) Regulations 1985 shall apply to the Company, save in so far as they are hereinafter excluded or varied. Words or expressions defined in Table A shall, unless the context otherwise requires, bear the same meaning herein.

2. Clauses 30 to 34 inclusive, 40 to 46 inclusive, 50, 54, 64 to 68 inclusive, 73 to 81 inclusive, 89, 94 and 95 of Table A shall not apply to the Company; in Clause 45 of Table A the words "for fourteen days or more" shall be deleted.

##### SHARE CAPITAL

3. The share capital of the Company is £300,000 divided into 150,000 "A" Shares and 150,000 "B" Shares, all of £1 each. The "A" Shares and the "B" Shares shall rank pari passu as one class for participation in the profits and assets of the Company.

4. (a) Except with the consent in writing of all the members of the Company, the share capital of the Company shall consist only of "A" Shares and "B" Shares in equal proportion and unissued shares in the capital of the Company for the time being shall be issued only in such manner that the issued share capital of the Company shall always consist of "A" Shares and "B" Shares in equal proportion.

(b) No new share shall be issued otherwise than to a member holding an existing share or existing shares of the same class except with the consent in writing of all the members of the Company. In the event of there being more than one member holding a share or shares of the class of which new shares are to be issued the new shares shall be offered to the members of that class in proportion to the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on receipt of an intimation from the member to whom such notice was given that he declines to accept the shares offered, such shares shall be re-offered to the remaining members of that class in proportion to their existing shares without having regard to the then current issue of shares being made.

5. Where two or more persons jointly hold one or more shares in the Company they shall for the purposes of these Articles be treated as a single member.

6. The lien conferred by Clause 8 in Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder or one of several joint holders thereof. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

7. With the consent in writing of all the members the Company may:-

(a) increase the share capital by such sum, to be divided into shares of such nominal amount, as the resolution may prescribe;

(b) consolidate all or any of its share capital into shares of a larger nominal amount;

(c) sub-divide all or any of its share capital into shares of a smaller nominal amount;

(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and

(e) reduce its share capital, any capital redemption reserve fund, or any share premium account, in any manner and with, and subject to, any incident authorised and consent required, by Law.

#### GENERAL MEETINGS

8. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and, save as herein otherwise provided, two members present in person or by proxy shall be a quorum, but so that such quorum shall throughout the Meeting include one person being or representing a holder of an "A" share and one person being or representing a holder of a "B" share.

(b) Subject as hereinafter provided if at any adjourned meeting a quorum as defined by paragraph (a) of this Article is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved. Provided that if a Meeting to consider only a resolution or resolutions for the winding up of the Company and the appointment of a Liquidator be adjourned, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the member or members present in person or by proxy shall constitute a quorum.

(c) A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. The Chairman at any General Meeting shall not be entitled to a second or casting vote at such General Meeting.

(d) A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representatives.

(e) On a show of hands every member present in person shall have one vote and on a poll every member shall have one vote for each share of which he is the holder. Provided that (i) the "A" shares shall not confer any right to vote upon a Resolution for the removal from office of a Director appointed by the holders of "B" shares nor shall the "B" shares confer any right to vote upon a Resolution for the removal from office of a Director appointed by the holders of "A" shares and (ii) if at any meeting a holder of any "A" shares or of any "B" shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased (fractions of a vote by any members being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all shares of that class if all the holders thereof were present.

#### DIRECTORS

10. The Directors shall be not less than four nor more than fifteen in number and shall comprise:-

(a) not more than six persons who shall be designated as "A" Directors (and shall be appointed or deemed to have been appointed under Article 12 by the holders of the "A" shares)

(b) not more than six persons who shall be designated as "B" Directors (and shall be appointed or deemed to have been appointed under Article 12 by the holders of "B" shares) and

(c) not more than three persons who shall be undesignated but

(i) shall be appointed or deemed to have been appointed by the votes of the holders of a majority of the "A" shares and of a majority of the holders of the "B" shares and

(ii) shall not be entitled to have any vote at any meeting of the Directors or of any committee of the Directors and

(iii) shall not be entitled to exercise any of the powers conferred on Directors by Articles 15 or 16.

11. (a) The first "A" Directors shall be:-

DAVID OWEN LLOYD  
JAMES CHRISTOPHER THORNE

(b) The first "B" Directors shall be:-

PETER ANDOR HEGEDUS  
KEITH HAVERLAND MILLARD

(c) The office of Director shall be vacated if the Director:-

(i) ceases to be a Director by virtue of Sections 291 or 293 of the Act; or

(ii) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(iii) becomes prohibited from being a Director by reason of any order made under any Section of the Act; or

(iv) becomes of unsound mind; or

(v) resigns his office by notice in writing to the Company; or

(vi) conducts himself in a manner or acts in a capacity or accepts an appointment which (in the opinion of all the other Directors) might materially prejudice his standing as an officer of the Company.

12. (a) The holders of a majority of the "A" shares shall from time to time appoint at least two but not more than six directors and the holders of a majority of the "B" shares shall from time to time appoint at least two but not more than six directors. In these Articles the expressions "A" Directors and "B" Directors respectively designate Directors according to the class of shares the holders of a majority of which have appointed or are deemed to have appointed them. Each such Director shall hold office subject only to paragraph (c) of Article 11 but may at any time be removed from office by the holders of a majority of the relevant class of shares. Any such appointment or removal shall be in writing served on the Company and signed by the holders of a majority of the issued "A" shares or "B" shares (as the case may be), or, being corporations, by their duly authorised representatives.

(b) Each undesignated Director shall hold office subject only to paragraph (c) of Article 11 but may at any time be removed from office by the holders of a majority of the "A" shares and a majority of the "B" shares. Any such appointment or removal shall be in writing served on the Company and signed by the said holders of the said majorities or, being corporations, by their duly authorised representatives.

#### ALTERNATE DIRECTORS

13. (a) The holders of a majority of the "A" shares and the holders of a majority of the "B" shares respectively may from time to time appoint any person to be the alternate Director of any Director of the relevant class and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in Article 12 hereof. The same person may be appointed as alternate Director of more than

one Director and shall be entitled at all meetings of Directors to a separate vote on behalf of each Director of whom he is the alternate (in addition to any vote he may have because he is a Director himself). The last sentence of Clause 88 of Table A shall not apply to the Company.

(b) The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director would cause him to vacate such office and shall also determine ipso facto if the Director concerned (below called "his principal") shall cease for any reason to be a Director.

(c) An alternate Director shall (even when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his principal is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his principal is not personally present or present by means of a conference telephone or similar communications equipment and generally at such meetings to perform all functions of his principal as a Director. Every alternate Director shall also be entitled in the absence from the United Kingdom of his principal or in the event of his principal being temporarily unable to act through ill health or disability or any other reason to sign in his place a resolution in writing of the Directors pursuant to Article 15 (d) hereof. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

14. In the case of any share registered in the joint names of two or more persons the powers given by the two preceding Articles to a member may be exercised by a majority of such persons.

#### POWERS AND DUTIES OF DIRECTORS

15. Subject to the provisions of Section 317 of the Act, a Director shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested, and shall be counted in a quorum present at such meeting.

(a) The quorum necessary for a meeting of the Directors shall throughout the meeting be at least one "A" Director and one "B" Director (or in any case the alternate Director of such a Director or Directors).

(b) A committee of the Directors must include at least one "A" Director and one "B" Director and the quorum for a meeting of any such committee shall throughout the meeting be at least one "A" Director and one "B" Director (or in any case the alternate Director of such a Director or Directors).

(c) All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority of "A" Directors present and voting and a majority of "B" Directors present and voting, and Clause 88 of Table A shall be modified accordingly.



(d) A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 13 his alternate Director) shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more persons.

(e) Any Director may participate in a meeting of the Directors by means of a 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.

#### BORROWING POWERS

16. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### NOTICES

17. A Notice may be given by the Company to any member or Director either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) by airmail, post, telephone, facsimile, telecopy or telex where appropriate at the address, if any, supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post. Where notice is sent by telephone, facsimile, telecopy or telex, service thereof shall be deemed to have been effected on the day after the date on which it is sent. Where notices are sent by telephone, facsimile, telecopy or telex the same shall be confirmed as soon as practicable thereafter by airmail letter.

#### WINDING UP

18. (a) In Clause 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction".

(b) Without prejudice to anything hereinbefore contained it shall be the duty of the Company, on the requisition in writing of either the holders of a majority of the "A" shares or the holders of a majority of the "B" shares, to give to all members of the Company not less than twenty one days notice of a General Meeting and of the intention to propose at that meeting the resolution as an Extraordinary resolution that the Company be wound up voluntarily. Any such resolution proposed as aforesaid and passed by either the holders of a majority of not less than three-fourths of the "A" shares or the holders of a majority of not less than three-fourths of the "B" shares shall be binding upon all members of the Company, and Company shall be wound up accordingly.

## INDEMNITY

19. In Clause 118 of Table A there shall be inserted after the words "any proceedings" the words "relating to his conduct as an officer of the Company".

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Names and Addresses of Subscribers

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For and on behalf of  
Sir William Halcrow & Partners Limited  
Anthony Charles Cadwallader  
(Director, and Secretary)  
Vineyard House, 4.4 Brook Green  
London W6 7BY

For and on behalf of:  
Gilbert Associates (Europe) Limited  
Keith Haverland Millard  
(Managing Director)  
Travis House  
15, London Road  
Twickenham TW1 3ST

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Dated 4 October 1988

Witness to the above Signatures,

Barbara Liffman  
18 Pinner Chase  
New Malden  
Surrey KT3 5BQ  
Excentive

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2312495

I hereby certify that

HALCROW GILBERT ASSOCIATES LIMITED

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 3 NOVEMBER 1988

A handwritten signature in cursive script, reading "F. A. Joseph".

F. A. JOSEPH

an authorised officer

G

## COMPANIES FORM No. 224

224

**Notice of accounting reference date**  
**(to be delivered within 6 months of**  
**incorporation)**

Please do not  
 write in  
 this margin

Pursuant to section 224 of the Companies Act 1985

Please complete  
 legibly, preferably  
 in black type, or  
 bold block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

2312495

Name of company

HALCROW GILBERT ASSOCIATES LIMITED

\* Insert full name  
 of company

gives notice that the date on which the company's accounting reference period is to be treated as  
 coming to an end in each successive year is as shown below:

**Important**  
 The accounting  
 reference date to  
 be entered along-  
 side should be  
 completed as in the  
 following examples

Day Month

3 0 0 4

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

\* Delete as  
 appropriate

Signed

[Director] [Secretary] † Date 30.11.88

Presenter's name address and  
 reference (if any):

A C Cadwallader, Esq  
 Vineyard House  
 14 Brook Green  
 London W6 7BY

For official Use  
 General Section

Post room

COMPANIES HOUSE

- 1 DEC 1988

M

2

**J379A**

(COPY)

**Elective resolution**

Company Number

2312495

of ..... **HALCROW GILBERT ASSOCIATES** .....  
 ..... Limited

Passed the ..... second ..... day of ..... September ..... 19 92

At an Extraordinary General Meeting of the members of the above-named company, duly  
 convened and held at ..... Burderop Park, Swindon, Wiltshire SN4 0JD

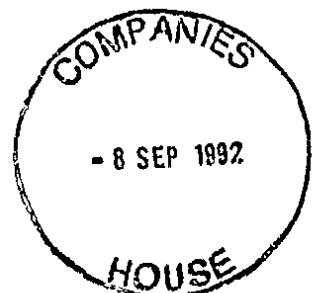
on the ..... second ..... day of ..... September ..... 19 92,

the following ELECTIVE RESOLUTION was passed unanimously, in person or by proxy, by  
 all the Members entitled to attend and vote at the Meeting:-

"That pursuant to Section 379A of the Companies Act 1985, the Company adopt  
 the following procedures:

1. That the Company dispense with the holding of Annual General Meetings,  
 pursuant to Section 366A of the Companies Act 1985
2. That the Company dispense with the laying of accounts and reports  
 before the Company in general meeting, pursuant to Section 252 of the  
 Companies Act 1985
3. That the Company dispense with the obligation to appoint Auditors  
 annually, pursuant to Section 386 of the Companies Act 1985.

*A C Cadwallader*  
 A C CADWALLADER  
 Secretary



NOTE.

This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must  
 then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that  
 purpose