

Company No: 02488552

**The Companies Acts 1985, 1989 and 2006**

**Company Limited by Shares**

**Written Resolution**

**of**

**UMD (City of Westminster) Limited**

**("the Company")**

THURSDAY



\*A6T5M3MP\*

A13

02/10/2008

332

COMPANIES HOUSE

We the undersigned 'eligible member' of the Company (as defined for the purposes of this resolution in section 289 of the Companies Act 2006 ("**the Act**")), being the holder of not less than 75% of the total voting rights of eligible members entitled to receive notice of and to attend and vote at General Meetings, **hereby resolve** pursuant to Part 13, Chapter 2 of the Act as follows

**Special Resolution**

That the Articles of Association annexed to this resolution be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all previous Articles of Association of the Company

The notes at the end of this document should be read before signifying your agreement to the Special Resolution. The resolution shall be effective as of the date on which the holders of not less than 75% of the total voting rights of eligible members of the Company sign this resolution and shall otherwise lapse if it is not passed before the end of the period of 28 days beginning with the 'circulation date' (as defined in section 290 of the Act)

**Signed by:**

**Print Name**

**Signature**

**Dated**

**No. of Voting Rights**

Duly authorised  
signatory on behalf of  
United Marine  
Dredging Limited

23rd June 2008

One hundred  
(100)

**Notes**

- 1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company's registered office. If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless sufficient agreement has been received by the Company within 28 days beginning with the 'circulation date' (as defined in section 290 of the Companies Act 2006) approving the resolution, it shall lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Company Number 02488552

**The Companies Acts 1985, 1989 and 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**UMD (City of Westminster) Limited**

---

**PRELIMINARY**

- 1 (A) The Regulations contained or incorporated in Table A of the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI2007/2826) (hereinafter referred to as "**Table A**") other than Regulations 40 and 78 shall, subject to the modifications hereinafter expressed, apply to the Company, and, together with the regulations hereinafter contained, shall constitute the Articles of Association of the Company
- (B) In Regulation 1 of Table A "execution" includes both signature under hand and execution under seal
- (C) Words and expressions which are defined in Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A
- (D) "**Companies Acts**" shall mean the Companies Act 1985 ("**the 1985 Act**") and the Companies Act 2006 ("**the 2006 Act**") as amended and to the extent in force

## **PRIVATE COMPANY**

- 2 The Company is a private company and accordingly no shares or debentures may be offered to the public

## **SHARE CAPITAL**

3. The authorised share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

## **ALLOTMENT OF SHARES**

- 4 (A) For the purposes of Section 80 of the 1985 Act (or any successor provision), and subject to the provisions of Article 4(B) the Directors are hereby generally and unconditionally authorised at any time or times to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment provided that the authority hereby given may, subject to the Companies Acts, be renewed, revoked or varied by the Company at any time by Ordinary Resolution
- (B) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares or other securities, all shares or other relevant securities shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the Resolution creating or issuing such shares or other relevant securities and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares or other securities whether forming part of the existing or any increased capital or other securities shall be at the disposal of the Directors who may issue them, subject to Section 80 of the 1985 Act (or any successor provision), to such persons, at such time, and generally on such terms and conditions, and with such rights, priorities, privileges or restrictions, as they may think fit Accordingly, and in accordance with Section 91 of the 1985 Act (or any successor provision), Sections 89(1) and 90(1) – (6) inclusive of the 1985 Act (or any successor provision) shall not apply to the Company.

- 5 No shares shall be issued to any infant, bankrupt, or person suffering from mental disorder (as that expression is used in Regulation 81)

#### **LIEN**

- 6 The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether solely or jointly with any other person and whether he shall be the sole registered holder thereof or shall be one of several joint holders, and shall be a first and paramount lien for all moneys and liabilities owed to the Company whether presently due and payable or not

#### **FORFEITURE**

7. The liability of any member in default of payment of a call shall, if the Directors so direct, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment, and Regulations 18 and 21 shall be amended accordingly

#### **TRANSFER OF SHARES**

8. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share, whether or not it is a fully paid share, and for the purposes of these Articles the expression "transfer" included the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares and the first sentence of Regulation 24 is modified accordingly.

#### **GENERAL MEETINGS**

- 9 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting if convened on the requisition of Members will be dissolved. In any other case, the meeting will stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved. Regulation 41 shall be amended accordingly

- 10 At any General Meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and Regulation 46 shall be modified accordingly.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

11. Unless otherwise determined by Ordinary Resolution, the minimum number of Directors shall be one, and a sole Director shall have and exercise all the powers, duties and discretions conferred on or vested in the Directors by these Articles, and Regulations 64 and 89 shall be modified accordingly.
12. Subject as otherwise provided by these Articles, the Company may by Ordinary Resolution appoint a person who is willing to act, to be a Director either to fill a vacancy, or as an additional Director
13. The Directors may also appoint a person who is willing to act, to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors

#### **POWERS AND PROCEEDINGS OF DIRECTORS**

- 14 Subject to the Companies Acts, a Director may vote at a meeting of Directors or of a committee of Directors, and may be counted in the quorum present at any such meeting, or any resolution concerning any matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, provided that, at or prior to such meeting, he complies in respect of such a matter with the disclosure provisions of the Companies Acts
- 15 The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services, both for persons who are, or have been, Directors of, or who are, or have been, employed by, the Company or by any subsidiary or associated

company of the Company, and their dependants, and relatives, and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers, and Regulation 87 does not apply to the Company

- 16 The Directors shall be entitled to such remuneration (if any) by way of fees, salary or otherwise, as shall from time to time be determined by resolution of the Directors, and the Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties, and Regulations 82, 83 and 84 shall be amended accordingly.
- 17 Any Director who, by request of the Directors, performs special services for any purpose of the Company, which in the opinion of the Directors is outside the normal scope of such Director's duties, shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary revenue expenses
- 18 A person may participate in a meeting of the Directors or of a committee of Directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum

#### **ALTERNATE DIRECTORS**

19. The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive:

- (A) The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director, or if his appointor shall cease for any reason to be a Director, otherwise than by retiring and being re-appointed at the same Meeting.
- (B) An alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.
- (C) A Director or any other person may act as alternate Director to represent more than one Director, and an alternate Director shall be entitled at Meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, and Regulation 88 shall be modified accordingly.

#### **RIGHTS OF HOLDING COMPANY**

- 20. Whenever Tarmac Limited (Registration No. 453791) ("**the Holding Company**"), or any subsidiary undertaking (as defined in section 1162 of the 2006 Act) of the Holding Company, shall be the holder of not less than 90 per cent of the issued share capital of the Company as confers the right to attend and vote at all General Meetings, the following provisions shall apply, and to the extent of any inconsistency between this Article and the other provisions of these Articles, this Article 20 shall prevail.
  - (A) the Holding Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed, but so that in the case of a Director holding an executive office his removal from office shall be deemed an act of the Company, and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.



- (B) no unissued shares or other relevant securities shall be issued or agreed to be issued or put under option without the prior consent of the Holding Company
- (C) any or all powers of the Directors, or any of them, shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe
- (D) Any such appointment, removal, consent or notice as aforesaid shall be in writing served on the Company at its registered office and signed on behalf of the Holding Company by any of its Directors or some other person duly authorised for the purpose save that no person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors or any of them have been in any way restricted hereunder or as to whether any necessary consent of the Holding Company has been given and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had, at the relevant time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

### **INDEMNITY AND INSURANCE**

- 21(A) Subject to the provisions of and so far as may be permitted by law, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court Regulation 118 shall not apply

- (B) The Company may purchase and maintain for any Director, officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.