

Number of } 2910751
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF
A. BUCHANAN CONTRACTORS LIMITED

Passed 22nd February, 1996

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

. Flat 1 18 York Road
. Guildford Surrey

on the 22nd day of February, 1996, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

Clause 3(A) of the Memorandum of Association dealing with the said Company's Objects was amended to read:

(A) To market, distribute, buy, sell, act as wholesaler and/or retailer for; all types of goods and commodities. To provide marketing & management consultancy, marketing & management services and/or any other goods and/or services deemed to be in the interests of the company by the Board of Directors and to carry on the business of building, plant hire and civil engineering

Signature
.....



To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).


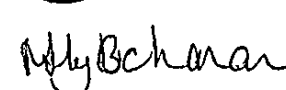
[P.T.O.]

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced to a standard which is legible and can be reproduced to an adequate standard for presentation to the public in microfiche or photocopied format.

**AGREEMENT of MEMBERS to SHORT NOTICE of a GENERAL MEETING
and/or of a SPECIAL RESOLUTION**

(1) "I" or "We". (1) WE, the undersigned, being the members of the above-named
(2) "Annual" or Company and entitled to attend and vote at the (2) Extraordinary
"Extraordinary" General Meeting of the said Company convened by a Notice of Meeting dated
as the case may be. the 17 day of February 1996 and to be held on the
22 day of February 1996, hereby agree that:—

- *1. The said meeting shall be deemed to have been duly called, notwithstanding that shorter notice than that specified in section 369 of the Companies Act 1985, or in the Company's Articles of Association, has been given therefor.
- *2. The copies of the documents referred to in section 238 of the Companies Act 1985, which were attached to or enclosed with the said Notice of Meeting, shall be deemed to have been duly sent, notwithstanding that such copies were sent less than twenty-one days before the date of the meeting.
- *3. The Special Resolution set out in the said Notice of Meeting may be proposed and passed as Special Resolution, notwithstanding that less than twenty-one days' notice of such meeting has been given.

NAME (in block capitals)	ADDRESS	SIGNATURE†
ANDREW BUCHANAN	Flat 1, 18 York Road, Guildford, Surrey	
MANDY BUCHANAN	Flat 1, 18 York Road, Guildford, Surrey	

NOTES

*Delete this paragraph if not required.

†The documents referred to are the Company's annual accounts, the directors' report and the auditors' report.

{(a) In a case where agreement is required only to the holding of an Extraordinary General Meeting, and/or to the passing of Special Resolutions at an Extraordinary General Meeting, on short notice, agreement must be given by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving a right to attend and vote at the meeting, or, in the case of a company not having a share capital, together representing not less than 95 per cent. of the total voting rights at the meeting of all the members;

(b) In any case, agreement must be given by all the members entitled to attend and vote at the meeting;

(c) One form may be signed by all the members concerned, or several similar forms may be signed by one or more of them.

THE RELEVANT PROVISIONS OF SECTIONS 369, 378 and 238 ARE SET OUT OVERLEAF

[P.T.O.]

Section 369 (3) and (4) of the Companies Act 1985 provide as follows:—

- (3) Notwithstanding that a meeting is called by shorter notice than that specified in sub-section (2) or in the company's articles (as the case may be), it is deemed to have been duly called if it is so agreed—
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at it; and
 - (b) otherwise, by the requisite majority.
- (4) The requisite majority for this purpose is a majority in number of the members having a right to attend and vote at the meeting, being a majority—
- (a) together holding not less than 95 per cent. in nominal value of the shares giving a right to attend and vote at the meeting; or
 - (b) in the case of a company not having a share capital, together representing not less than 95 per cent. of the total voting rights at that meeting of all the members.

Section 378 (2) and (3) of the Companies Act 1985 provide as follows:—

- (2) A resolution is a special resolution when it has been passed by such a majority as is required for the passing of an extraordinary resolution and at a general meeting of which not less than 21 days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.
- (3) If it is so agreed by a majority in number of the members having the right to attend and vote at such a meeting, being a majority—
- (a) together holding not less than 95 per cent. in nominal value of the shares giving that right; or
 - (b) in the case of a company not having a share capital, together representing not less than 95 per cent. of the total voting rights at that meeting of all the members,
- a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given.

Section 238 of the Companies Act 1985 provides as follows:—

- (1) A copy of the company's annual accounts, together with a copy of the directors' report for the financial year and of the auditors' report on those accounts, shall be sent to:—
- (a) every member of the company,
 - (b) every holder of the company's debentures, and
 - (c) every person who is entitled to receive notice of general meetings,
- not less than 21 days before the date of the meeting at which copies of those documents are to be laid in accordance with section 241.
- (2) Copies need not be sent:—
- (a) to a person who is not entitled to receive notices of general meetings and of whose address the company is unaware, or
 - (b) to more than one of the joint holders of shares or debentures none of whom is entitled to receive such notices, or
 - (c) in the case of joint holders of shares or debentures some of whom are, and some not, entitled to receive such notices, to those who are not so entitled.
- (3) In the case of a company not having a share capital, copies need not be sent to anyone who is not entitled to receive notices of general meetings of the company.
- (4) If copies are sent less than 21 days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.
- (5) If default is made in complying with this section, the company and every officer of it who is in default is guilty of an offence and liable to a fine.
- (6) Where copies are sent out under this section over a period of days, references elsewhere in this Act to the day on which copies are sent out shall be construed as references to the last day of that period.