

The Companies Acts 1985 and 1989

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

**CIVIL ENGINEERING CONTRACTORS ASSOCIATION
(SOUTHERN) LTD**

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS

MEANINGS

The Act

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

These Articles

These Articles of Association, and the regulations of the Association from time to time in force.

The Association

The above-named Company.

The Board

The Board of Directors for the time being of the Association. The Board of Directors shall comprise as a minimum Chairman, Vice Chairman, Deputy Vice Chairman, Honorary Treasurer and Secretary.

The Executive Committee

The Executive Committee shall from time to time consist of those members of the Association who have, in writing, indicated their willingness to serve on the committee, there being no maximum



to the numbers who may serve.

The Office

The registered office of the Association.

The United Kingdom

Great Britain and Northern Ireland.

The Month

Calendar month.

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

Clear days

In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Board. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Board require executed by him

4. A member may at any time withdraw from the Association by giving at least six clear months notice to the Association. Membership shall not be transferable and shall cease on death.

5. Each member shall pay in full the annual subscription to the Association, or part thereof required by Board within 31 clear days of the date of the request for payment being issued.

6. The Board may impose interest on subscriptions outstanding after the expiry of 31 clear days from the date of a request for payment having been issued at any rate not exceeding 3% above the base lending rate for the time being prescribed by Lloyds Bank plc.

7. The Board may at its discretion expel from membership any person or company which has failed to pay its subscription, or part thereof as required, at any time after the expiry of 3 months from the date on which the request for payment of the subscription was made by giving the member a written warning that membership will be withdrawn if payment is not received within 31 clear days of the date of the issuing of the warning.

8. The Board shall have the power to expel from membership any member should that member be deemed by the Board to have fallen short of the professional ability and/or good standing generally expected within the civil engineering contracting industry.

GENERAL MEETINGS

9. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

12. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided (nine) members personally present shall be a quorum

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine.

17. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least (two) members present in person or by a member or members present in person, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.

23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

24. Subject to the provision of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. Save as herein expressly provided, no member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any Board, Executive Committee or General Meeting,

27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

BOARD OF MANAGEMENT

28. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than four nor more than a maximum number agreed by the Board and confirmed by the Executive Committee.

29. The first members of the Board shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

30. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

32. The business of the Association shall be managed by the Board who may pay all such expenses of; and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the

Articles' required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

34. The Board shall elect two of its members, usually the Chairman and Vice-Chairman, to serve as the Association's representatives on the Council of the Civil Engineering Contractors Association through which to truly represent the interests of members.

SECRETARY

35. Subject to the provisions of the Act the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION OF MEMBERS OF THE BOARD

36. The office of a member of the Board shall be vacated -

- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.

- (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.
- (F) If he or his company is deemed by the Board to have brought the standing of the Association into disrepute.

ROTATION OF MEMBERS OF THE BOARD

37. At any Annual General Meeting to be held in any subsequent year to the first Annual General Meeting, one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

38. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

39. The Association may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

40. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

41. The Association may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, (four) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of inequality of votes the Chairman shall have a second or casting vote.

44. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45a. The Board shall from time to time nominate a Chairman who shall, if confirmed in office by a vote of members at an Annual General Meeting, serve for one year. If at the end of his first term in office a Chairman indicates that he wishes to serve a further term the Board may nominate their Chairman to serve for one additional term the nomination being subject to agreement of members attending an Annual General Meeting. The maximum continuous period a Chairman may serve from time to time is two years.

45b. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present. If at any time the Chairman be not present within five minutes after the time appointed for holding the meeting the members of the Board shall appoint the Vice Chairman of the Board to chair the meeting. Should neither the Chairman nor the Vice Chairman be available the members of the Board shall choose one of their number to be Chairman of the meeting.

46. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

47. The Board may delegate any of their powers to committees consisting of such member or members of the Board and of the Executive Committee as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and

proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

49. The Board shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

51. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet regularly to receive from the Board of Directors reports on the management of the Association, to discuss papers prepared by the secretariat of the Association and to discuss papers prepared for consideration of the Council of the Civil Engineering Contractors Association and all other matters relevant to the industry, and to express opinion and give guidance to the Board on all such matters.

Meetings of the Executive Committee will be chaired by the current Chairman of the Board, or by the Vice-Chairman of the Board, or failing either of these being present members shall elect a member to serve as Chairman of the meeting.

Questions arising at any meeting shall be decided by a majority of votes. In case of inequality of votes the Chairman shall have a second or casting vote.

ACCOUNTS

52. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.

53. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Association.

54. The Board shall from time to time determine whether and to what extent 'and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.

55. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

AUDIT

56. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

58. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act? only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

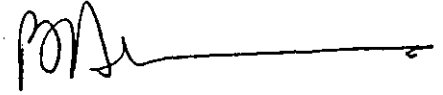
DISSOLUTION

61. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

NAMES AND ADDRESSES OF SUBSCRIBERS

Peter John Andrews

Church Farm
Church Lane
Earl Soham
Woodbridge
Suffolk IP13 7SD



Maurice Albert Webb

Beechurst
2d Guildford Road
Fleet
Hampshire GU13 9EH




Dated

31st October

1996

Witness to the above Signatures -



C. J. BURLEY

6 PORTUGAL STREET

LONDON

WC2A 2HH.
