

THE COMPANIES ACTS 1985-2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GM MACKENZIE LIMITED

- 1 The name of the Company is "GM Mackenzie Limited".¹
- 2 The Registered Office of the Company will be situated in Scotland.
- 3 The objects for which the Company is established are:-
 - (1) (a)² To carry on all or any of the businesses of advisers, managers and consultants in all matters relating to the planning, specification, estimating and making of feasibility studies of projects of all kinds, alternative methods of laying and other building problems and to collect and disseminate information and data of all kinds in connection therewith; to advise on possible systems and layouts, and to supply estimates as to costs, to oversee the carrying out and completion of projects of all kinds, to provide quantity surveying services; and to carry on any other business or activity likely to be required by customers of, or persons having dealings with, the Company.
 - (b)³ Any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the rules of conduct for the time being of the Royal Institution of Chartered Surveyors.



¹ Incorporated as Allover Limited on 10th March 1993; Name changed to G. M. Project Management Limited on 14th April 1993; Name changed to GM Mackenzie Limited on 22nd April 2002.

² New main objects clause III (1) inserted by Special Resolution passed on 5th April 1993

³ Existing sub-clause III(1) renumbered III(I)(a), and new clause III(I)(b) inserted, by Special Resolution passed by Written Resolution on 26th October 1993.

- (2) To carry on any other business which may be advantageously carried on in connection with any of the objects of the Company.
- (3) To acquire and take over the whole or any part of the business and liabilities of any person, firm or company carrying on any other business which the Company is authorised to carry on or possessed of any property or rights suitable for any of the objects of the Company.
- (4) To subscribe for, take, purchase and otherwise acquire and hold, shares, stocks, debentures and other interests in any company having objects similar to those of the Company.
- (5) To purchase, take on feu, lease, hire, take in exchange and otherwise acquire any property and rights which may be advantageous for the purpose of the business of the Company.
- (6) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the business, property and rights of the Company.
- (7) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the business, property and rights of the Company.
- (8) To apply for, register, purchase and otherwise acquire any patent rights, licences, trademarks, trade names, designs, inventions, copyrights and secret processes which may be advantageous for the purposes of the business of the Company.
- (9) To lend money or give credit to any person, firm or company on such terms as may seem expedient and with or without security, to enter into guarantees, contracts of indemnity or suretyships of all kinds on behalf of any person, firm or company and to receive money on deposit upon such terms as the Board of Directors may approve.
- (10) To borrow and raise money in such manner as the Board of Directors shall think fit and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds of the Company or any other person, firm or company, including any company which is the holding company of the Company or is a subsidiary of the Company or of any such holding company or otherwise is allied to or associated with the Company in such manner as the Board of Directors may think fit, and in particular, but without prejudice to the generality of the foregoing to guarantee and/or give security by way of 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.
- (11) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (12) To establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the Company or of any company which is its holding company or is a subsidiary of the Company or of any such holding company or otherwise is allied to or associated with the Company, or who is or was at any time director or officer of the Company or of such other company, or who was at any time the proprietor or in the employment of any business acquired by the Company or such other company, and the wife, widow, relatives and dependants of any such individual; to establish, subsidise and subscribe to any profit sharing or share purchase scheme, institution, association, club and fund which may benefit any such person.
- (13) To promote any Act of Parliament, Provisional Order and other authority to enable the Company to carry on its business, alter its constitution and achieve any other purpose which may promote the Company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- (14) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the business of the Company and to obtain from any such organisation, government or authority any charter, right, privilege and concessions.
- (15) To enter into partnership or any other arrangement for sharing profit, cooperation, or mutual assistance with any person, firm or company.
- (16) To give and accept as consideration for any business, property and rights acquired or disposed of, any shares, debentures or securities.
- (17) To distribute in kind among the members of the Company any property of the Company.
- (18) To promote any company which may seem advantageous for the purposes of the business of the Company.
- (19) To effect insurance against risks of all kinds.
- (20) To invest moneys of the Company not immediately required for the purposes of its business in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous and to dispose of and vary such investments and securities.
- (21) To subscribe and guarantee money for charitable, benevolent and artistic objects.
- (22) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or

any person, firm or company acting in any other capacity and either alone or in conjunction with others.

- (23) To do anything which may be deemed incidental or conducive to the attainment of any of the objects of the Company.

And it is hereby declared that the objects of the Company specified in each sub-clause of this clause are separate and distinct objects of the Company and shall not be in any way limited by reference to any other sub-clause or the order in which they occur or the name of the Company.

In this clause where the context so admits:

"property" means any property, heritable or moveable, real or personal, wherever situated.

- 4 The liability of the members is limited.
- 5 The Share Capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1.00 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, addresses and descriptions
of Subscribers

Number of Shares taken
by each Subscriber

Signed: Alan R. McNiven

ALAN ROSS McNIVEN

One
(1)

Investment House
6 Union Row
Aberdeen

Solicitor

Signed: Sandra E. Middleton

SANDRA ELIZABETH MIDDLETON

One
(1)

Investment House
6 Union
Row
Aberdeen
n

Registrar

Dated: 2nd March 1993

Witness to the above

signatures:

Signed: Timothy M. Pitt

TIMOTHY MICHAEL PITT
Investment House 6 Union
Row Aberdeen Trainee
Solicitor

THE COMPANIES ACTS 1985 - 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

GM MACKENZIE LIMITED

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply (as modified hereby) to the Company.
- 2 Regulations, 23, 24, 40, 41, 50, 59, 64-69 (inclusive), 73-77 (inclusive), 82, 88, 89, 90, 94, 101, 111, 112 and 115 of Table A shall not apply to the Company.

INTERPRETATION

- 3 In the first line of regulation 1 of Table A after the word "regulations" the words "and in any Articles adopting the same in whole or in part" shall be inserted.
- 4 In these Articles unless the context otherwise requires:-
 - 4.1 the following expressions have the following meanings:

"A Director"	any Director for the time being appointed and holding office pursuant to Article 15.1
"A Shares"	A Ordinary shares of £1 each in the capital of the Company from time to time
"B Director"	any Director for the time being appointed and holding office pursuant to Article 15.2
"B Shares"	B Ordinary shares of £1 each in the capital of the Company from time to time
"Relevant Agreement"	means any agreement relating (in whole or in part) to the management and/or affairs of the Company which is binding from time to time on the Company and the members and which (expressly or by implication) supplements and/or prevails over any provisions of these Articles;
 - 4.2 words or expressions the definitions of which are contained or referred to in the Companies Act 2006 (as amended) ("the Act") shall be construed as having the meaning

thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles as the Articles of Association of the Company;

- 4.3 words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate, unincorporated associations and partnerships; and
- 4.4 reference to Articles are references to these Articles and references to paragraphs and subparagraphs are, unless otherwise stated, references to paragraphs of the Article, or references to sub-paragraphs of the paragraph, in which the reference appears.

PRIVATE COMPANY

- 5 The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any shares or debentures of the Company.

SHARE CAPITAL

- 6 As at the date of adoption of these Articles as the Articles of Association of the Company, the share capital of the Company is £10,000 divided into 5,000 A Shares and 5,000 B Shares in each case having the rights hereinafter set forth. The A Shares and the B Shares shall each constitute separate classes of shares for the purposes of the Act but shall rank pari passu in all respects save as expressly hereinafter provided as regards the appointment and removal of Directors, voting and quorum.

TRANSFER OF SHARES

- 7 The Directors shall refuse to register any transfer of any share, whether or not it is a fully paid share, unless such transfer is made in accordance with the provisions of any Relevant Agreement.
- 8 The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor. The instrument of transfer need not be executed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

- 9 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the chairman of the meeting or by any member present. A demand by a person as proxy for, or a duly authorised corporate representative of, a member shall be the same as a demand by the member.

- 10 No business shall be transacted at any general meeting unless a quorum of members is present both at the time when the meeting proceeds to business and at the time when such business is transacted. Two members entitled to vote upon the business to be transacted, one being a holder (or proxy for, or duly authorised corporate representative of, a holder) of A Shares and one being a holder of (or proxy for, or duly authorised corporate representative of, a holder) of B Shares, shall be a quorum PROVIDED ALWAYS THAT, for the purposes of a separate meeting of the holders of any class of shares in the capital of the Company, the quorum shall, where there is only one holder of the shares of such class, be one member present in person or by proxy or duly authorised corporate representative aforesaid.
- 11 If within half an hour from the time appointed for a general meeting such a quorum is not present or if during a general meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day (or, if that day is a holiday, to the next following working day) in the next week and at the same time and place or to such other date, time and place as the Directors may determine. If at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved.

VOTES OF MEMBERS

- 12 The A Shares shall not confer the right to vote, either on a show of hands or on a poll, upon a resolution for the appointment or removal from office of a B Director.
- 13 The B Shares shall not confer the right to vote, either on a show of hands or on a poll, upon a resolution for the appointment or removal from office of an A Director.
- 14 The chairman of a general meeting shall not have a second or casting vote.
- 15 On a poll votes may be given either personally or by proxy or, in the case of a member being a body corporate, by its duly authorised corporate representative.

NUMBER AND APPOINTMENT OF DIRECTORS

- 16 Unless otherwise agreed by the holders of all of the A Shares and the holders of all of the B Shares, the maximum number of Directors shall be four, up to two of whom must be A Directors and up to two of whom must be B Directors. If, at any time, there shall be only one class of share in issue, then the number of Directors shall be subject to a minimum of one and a maximum of four. This Article applies unless there is only one Director in which case, the provisions of Article 32 shall apply.
- 17 The holders of a majority in nominal value of the issued A Shares shall be entitled at any time and from time to time to appoint up to two persons as A Directors and to remove any

such Directors from office and to appoint any other person or persons in place of any such Directors so removed or dying or otherwise vacating office.

- 18 The holders of a majority in nominal value of the issued B Shares shall be entitled at any time and from time to time to appoint up to two persons as B Directors and to remove any such Directors from office and to appoint any other person or persons in place of any such Directors so removed or dying or otherwise vacating office.
- 19 Every appointment or removal made pursuant to Article 17 or 18 shall be made by notice in writing to the Company signed by or on behalf of the person or persons entitled to make the same. Such notice shall take effect when served or deemed to be served on the Company in accordance with Articles 39 and 40 or delivered at a meeting of the Directors.
- 20 Any Director who is appointed to any executive office, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
- 21 A Director shall not be required to hold any shares of the Company by way of qualification but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company.
- 22 Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by Sections 177 or 182 of the Act (as applicable) he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Where Article 32 applies, the sole Director of the Company is authorised in terms of and shall be deemed to have complied with this Article 22.
- 23 An A Director shall not be taken to be in breach of his fiduciary duty to act in the best interests of the Company by reason only that in the performance of his duties and the exercise of his powers, he has regard to the interests and acts upon the wishes of the A Shareholder unless no honest and reasonable director could have formed the view that, in so doing, the director was also promoting the interest of the Company as a whole.
- 24 A B Director shall not be taken to be in breach of his fiduciary duty to act in the best interests of the Company by reason only that in the performance of his duties and the exercise of his powers, he has regard to the interests and acts upon the wishes of the B Shareholder unless no honest and reasonable director could have formed the view that, in so doing, the director was also promoting the interest of the Company as a whole

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 25 The office of a Director shall be vacated if:-
- 25.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
 - 25.2 he becomes bankrupt or apparently insolvent or makes any arrangement or composition with his creditors generally;
 - 25.3 the circumstances specified in regulation 81(c) of Table A apply to him;
 - 25.4 he resigns his office by notice to the Company;
 - 25.5 he is removed from office under Section 168 of the Act, or by extraordinary resolution of the Company; or
 - 25.6 being an A Director or a B Director he is removed from office pursuant to Articles 17 or 18,
- and (save as expressly provided above) regulation 81 of Table A shall not apply.
- 26 No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

PROCEEDINGS OF DIRECTORS

- 27 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice of every meeting of Directors shall be given to each Director, including Directors who are absent from the United Kingdom and have given the Company their addresses outside the United Kingdom. No resolution of the Directors shall have effect unless all of the A Directors and all of the B Directors present at the meeting have voted in favour of such resolution. The chairman at any meeting of the Directors shall not be entitled to a second or casting vote.
- 28 Unless otherwise agreed by the holders of all of the A Shares and the holders of all of the B Shares, the quorum for the transaction of the business of the Directors shall be two, one of whom must be an A Director and one of whom must be a B Director. This Article applies unless (a) there is only one Director (in which case the provisions of Article 32 shall apply); or (b) the purpose of the meeting is to consider the giving of an authorisation of a Director's conflict and there is only one Director whose vote would be counted and who would be counted in the quorum of that meeting (or part of that meeting), in which

case that Director alone shall constitute a quorum of that meeting (or part of that meeting).

- 29 Notwithstanding the provisions of Section 80 of the Companies Act 1985, the Directors shall only be entitled to allot relevant securities (as defined in Section 80(2) of the Companies Act 1985) with the prior written consent of both the holders of all the A Shares and the holders of all the B Shares.

BORROWING POWERS

- 30 The Directors may, pursuant to a valid resolution passed at a quorate meeting of the Directors (but not otherwise), exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Article 29 and to Section 80 of the Companies Act 1985, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS NOT TO RETIRE BY ROTATION

- 31 The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional Directors are to retire" in regulation 78 of Table A, the last two sentences in regulation 79 of Table A and the last sentence of regulation 84 of Table A shall not apply to the Company.
- 32 If the Company has one Director for the time being, the rules about the number of directors and decision-making in these Articles (including, but without limitation, Articles 16, 27 and 30) do not apply, the Director may (for so long as he remains the sole Director) take decisions without regard to any provisions of the Articles relating to the number of directors and directors' decision-making (with the benefit of Article 22) and the quorum for Directors' meetings shall be one.
- 33 Any Director enabled to participate in the proceedings of a meeting by means of a communication device (including a telephone or videoconference facility) which allows all the other Directors present at such meeting, whether in person or by means of such type of communication device, to hear at all times such Director, and such Director to hear at all times all other Directors present at such meeting (whether in person or by means of such type of communication device), shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

ALTERNATE DIRECTORS

- 34 A Director may by notice given to the Company in accordance with Article 39 appoint any other Director, or any other person approved by the Directors (such approval not to be unreasonably withheld or delayed) as his alternate and may at any time by such notice revoke such appointment.
- 35 An alternate Director shall not be deemed to be the agent of his appointor, but shall be deemed to be an officer of the Company. Nevertheless, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights or powers other than those mentioned below.
- 36 An alternate Director shall be entitled to receive notice of meetings of Directors (but without prejudice to his appointor's right to receive such notices), to attend, speak and vote as a Director at any meeting at which his appointor is not personally present, to be counted in reckoning whether a quorum is present thereat, to sign any written resolution of the Directors as provided for in regulation 93 of Table A and generally to perform all the functions of his appointor as Director in his absence. A Director present at a meeting of Directors and appointed alternate for any other Directors shall have an additional vote for each of his appointors absent from the meeting. Without prejudice to the generality of the foregoing, an alternate Director appointed by an A Director or a B Director shall for the purposes of these Articles be deemed to be the Director he represents.
- 37 The appointor of an alternate Director may direct the payment to such alternate Director of part or all of the remuneration which would otherwise be payable to the appointor but, except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.
- 38 An alternate Director shall cease to be such if for any reason his appointment be revoked or his appointor ceases to be a Director or if he ceases or would, if a Director in his own right, cease to be a Director, in any of the circumstances set out in Article 25.

NOTICES

- 39 Any notice given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing. Notices may be given to a member by fax as well as sending the same by post or leaving the same at his address as set out in the register of members of the Company and any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post (airmail, if sent to or from the United Kingdom) or fax to the office or such other place as the Directors may appoint.

- 40 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted if sent within the United Kingdom and at the expiration of five days after posting aforesaid if sent to or from abroad and a notice sent by fax shall be deemed to arrive on the date of despatch subject to receipt of the appropriate answerback on completion of the transmission thereof.

INDEMNITY

- 41 In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of the Act, every Director, managing Director, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office.

SHARE CERTIFICATES

- 42 Every certificate shall be signed by two Directors or a Director and the Secretary of the Company and regulation 6 of Table A shall be deemed to be amended accordingly.

NO SEAL

- 43 The Company shall not have a seal and the provisions of Table A shall be read accordingly.

OVERRIDING PROVISION

- 44 Notwithstanding the provisions of these Articles the directors shall be obliged, so far as may be permitted by law, to act in all respects in accordance with, and give effect to, any Relevant Agreement.