

No.215402

THE COMPANIES ACTS 1908 to 1917  
AND  
THE COMPANIES ACTS 1948 to 1981  
AND  
THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

NEW

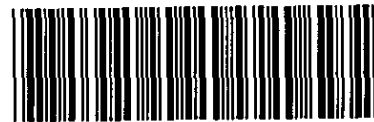
ARTICLES OF ASSOCIATION

OF

BALFOUR BEATTY ENGINEERING SERVICES (HY) LIMITED

Incorporated the 30<sup>th</sup> day of July 1926

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1908 to 1917  
AND  
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

BALFOUR BEATTY ENGINEERING SERVICES (HY) LIMITED

te 1            1. The name of the Company is\* "BALFOUR BEATTY ENGINEERING SERVICES (HY) LIMITED".

2. The registered office of the Company will be situate in England.

te 2            3. The objects for which the Company is established are :-

- (A) To carry on all or any of the businesses of air-conditioning, heating, cooling, ventilating, electrical, mechanical, sanitary, civil, hydraulic, constructional, consulting, and general engineers and engineering agents, agents and licensees for and of and manufacturers of and dealers in patents, patent rights, and patent articles of all kinds, iron, steel, copper and brass founders, converters, smelters, forgers, rollers, moulders, and casters, metal workers, brokers and merchants, metallurgists, and manufacturers of case hardening products and other products of the like nature, boiler makers, smiths, fitters, general contractors, excavators, builders, builders' merchants, household and general ironmongers, and manufacturers of and dealers in heating and electrical apparatus and of all materials used in connection with engineering, building, decorating, and similar trades, manufacturers of machinery, tools and equipment of every description including in particular electrical switch control and distribution equipment carpenters, joiners, plumbers,

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\* The name of the Company was changed to "TROUGHTON & YOUNG (HOLDINGS) LIMITED" by Special Resolution on 11<sup>th</sup> April 1958 and to "HADEN YOUNG LIMITED" by Special Resolution passed 8<sup>th</sup> June 1970 and to BALFOUR BEATTY ENGINEERING SERVICES (HY) LIMITED" on 26 June 2009."

gas and electric light fitters, electricians, ship owners, ship builders, carters, carriers, haulage contractors, wharfingers, lightermen, shipping, railway, and forwarding agents, and general agents, factors, and merchants; and to buy, sell, manufacture, repair, alter, let on hire, and generally deal, both as principals and agents, in machinery, plant, implements, apparatus, rolling stock and hardware of all kinds, and in articles, commodities, and things of every description which may be required for the purposes of any business which the Company is authorised to carry on or which are commonly dealt in by persons engaged in such business; and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (B) To issue policies of insurance on boilers, calorifiers, motors, and the like, and to carry on the business of Insurance Agents and Brokers.
- (C) To search for, get, win, work, raise, make marketable, and use, sell, and dispose of coal, oil, iron, clay, precious and other metals, minerals, and other substances or products on, within, or under any property of the Company, and to grant prospecting and mining and other licences, rights, or privileges for such purposes.
- (D) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (E) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (F) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (G) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (H) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (I) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which

this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (J) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (K) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (L) To seal, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid.
- (M) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (N) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely, directly or indirectly to further the objects of the Company or the interests of its members.
- (O) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and

trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

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

(Q) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company. Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employers' liability insurance, industrial assurance, motor vehicle insurance or any other business of insurance or re-insurance within the meaning of the Insurance Companies Act 1958 or any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The share capital of the Company is \*£15,000, divided into 13,000 7½ per Cent. Cumulative Preference Shares of £1 each and 2,000 Ordinary Shares of £1 each, with power to increase, and with power to divide the original or any new capital into shares of different classes, which may from time to time be issued or held with any preference or priorities or special or

\*See Notes  
on p.(vi)

qualified or restricted rights in the payment of dividends or in the distribution of assets or otherwise, as compared with other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as shares ranking equally with any other such shares, or as deferred shares, or with a special right of restriction, whether absolute or partial, against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special, qualified or restricted right, as well as in any other particulars, and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division, and to give to any one or more of such shares any preferences, priorities or advantages with regard to dividends in the distribution of assets, as to rights of voting, or in any other respect over the other or others of such shares.

#### NOTES

1. The capital of the Company has been altered as follows:-
  - (a) By Extraordinary Resolution passed 12th July 1934 the capital was increased to £25,000 by the creation of 10,000 Ordinary Shares of £1 each.
  - (b) By Extraordinary Resolution passed 24th January 1938 the capital was increased to £50,000 by the creation of 12,000 new shares to be called Second Cumulative Preference Shares of £1 each, and 13,000 new Ordinary Shares of £1 each.
  - (c) By an Ordinary Resolution passed 25th July 1947 the capital was increased to £250,000 by the creation of 200,000 additional shares of £1 each whereof 50,000 shares were to be Ordinary Shares and 150,000 shares were to be shares of unspecified designation.
  - (d) By Special Resolutions passed 10th September 1947 -
    - (i) the 13,000 First Cumulative Preference Shares of £1 each and the 12,000 Second Cumulative Preference Shares of £1 each were converted into one class of Cumulative Preference shares, and
    - (ii) 98,300 shares of £1 each of unspecified designation were designated as Cumulative Preference Shares.
  - (e) By Ordinary resolution passed 27th February 1950 30,000 shares of £1 each of unspecified designation were designated as Ordinary Shares.
  - (f) By Ordinary Resolution passed 1st March 1951 the capital was increased to £300,000 by the creation of 50,000 additional shares of £1 each whereof 25,000 shares were to be Ordinary shares and 25,000 shares were to be shares of unspecified designation.

- (g) By Ordinary Resolutions passed 30th December 1954 -
- (i) 45,000 shares of £1 each of unspecified designation were designated as Ordinary shares; and
  - (ii) the capital was increased to £500,000 by the creation of 200,000 additional shares of £1 each of unspecified designation.
- (h)(i) By Special Resolution passed 11th April 1958 the 201,700 shares of £1 each of unspecified designation were designated as Ordinary shares.
- (ii) By Ordinary Resolution passed 11th April 1958 each Ordinary share of £1 was sub-divided into four Ordinary Shares of 5/- each.
- (I) By Ordinary Resolution passed 10th April 1963 the capital was increased to £600,000 by the creation of 400,000 additional Ordinary shares of 5/- each.
- (j) By Special Resolution passed 26th June 1970 each of the Cumulative Preference Shares of £1 each was sub-divided into four shares of 5/- each and the resultant 493,200 shares were converted into 493,200 Ordinary Shares of 5/- each.
2. The resultant share capital of the Company as at 26th June 1970 is £600,000 divided into 2,400,000 Ordinary Shares of 5/- each.
3. The capital of the Company was further altered as follows:-
- (a) By Ordinary Resolutions passed on 30th June 1993
    - (i) the existing authorised 2,400,000 Ordinary Shares of 25p each in the Company of which 2,293,200 are issued were consolidated and divided into 600,000 Shares of £1 each and that the resulting fraction of a share owned by Bical Nominees Limited was rounded up to one Ordinary Share of £1.
    - (ii) the capital was increased to £15,000,000 by the creation of 14,400 Ordinary Shares of £1 each.
    - (iii) that with effect from the time passing of this Resolution the directors be unconditionally authorised, pursuant to Section 80 Companies Act 1985 (the Act) to allot relevant securities (as defined in the Act) up to a maximum amount of £14,426,700 in accordance with the provisions of Article Four of the Articles of Association of the Company, at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of the authority.



(b) By Special Resolution passed 30th June 1993:

That the Articles of Association of the Company be altered by deleting Article 3 and substituting therefor the following:

"That the Share Capital of the Company is £15,000,000 divided into 15,000,000 Ordinary Shares of £1 each".

4. The resultant share capital as at 30th June 1993 is £15,000,000 divided into 15,000,000 Ordinary Shares of £1 each.
  
5. On 4th December 1998, by Ordinary Resolutions passed on that date, the share capital of the Company was increased to £20,000,000 by the creation of an additional 5,000,000 £1 shares.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p style="text-align: center;">HENRY THOMAS YOUNG,</p> <p style="text-align: center;">Weston Lodge, Thornbury Road, Isleworth.</p> <p style="text-align: center;">Electrical Engineer.</p>	<p>One Ordinary</p>
<p style="text-align: center;">MABEL M. L. YOUNG,</p> <p style="text-align: center;">Weston Lodge, Thornbury Road, Isleworth.</p> <p style="text-align: center;">Married Woman.</p>	<p>One Ordinary</p>

DATED this 27th day of July, 1926.

WITNESS to the above Signatures :-

C. COLLIESON,

143, Knightsbridge,  
S. W. 1.

Secretary.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 26th June 1970)

(\*Adopted by Special Resolution passed 30th June 1993)

OF

HADEN YOUNG LIMITED

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations of Table A are to regulations in Part 1 of the said Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the restrictions contained in regulation 2 of Part 11 of Table A shall apply.

SHARE CAPITAL

- \* 3. The share capital of the Company is £15,000,000 divided into 15,000,000 Ordinary Shares of £1 each.
4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. Subject to the provisions of regulation 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

#### PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

8. 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. Regulation 58 of Table A shall be modified accordingly.

9. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

10. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 75 of Table A shall not apply.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

12. The ordinary remuneration of the Directors

shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply.

13. In regulation 79 of Table A the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

14. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a partner may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be extended accordingly.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The office of a Director shall be vacated in any of the following events, namely :-

- (A) If he shall become prohibited by law from acting as a Director.

- (B) If he shall resign by writing under his hand left at the registered office of the Company for the time being or if he shall tender his resignation and the Directors shall resolve to accept the same.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.
- (F) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that if he holds an appointment to an executive office which thereby automatically determines, such removal 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.

17. The Directors shall not be subject to retirement by rotation and accordingly regulations 89 to 92 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

18. A resolution in writing signed by all the Directors for the time being in the United Kingdom 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 of the Directors. Regulation 106 of Table A shall not apply.

19. Regulations 107 to 109 of Table A shall extend

to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

20. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company shall not imply that the holder thereof is a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these presents.

#### OVER-RIDING PROVISIONS

21. Whenever G. N. Haden & Sons, Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares, the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles :-

- (A) the Parent 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 Managing Director 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 shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed

on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained 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 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

22. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1967, 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. Regulation 136 of Table A shall be extended accordingly.



No:215402

**THE COMPANIES ACTS 1985 & 1989**

**COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS OF  
BALFOUR BEATTY ENGINEERING SERVICES (HY) LIMITED**

**Passed the 28th day of April 1994.**

AT THE ANNUAL GENERAL MEETING of the above named company, duly convened and held at 100 High Street, Southgate, London N14 6ES on the 28th day of April 1994, the following resolutions were duly passed as **ELECTIVE RESOLUTIONS**.

1. IT WAS RESOLVED to pass the following elective Resolutions in accordance with S379A of the Companies Act (the Act).
  - (a) THAT pursuant to S252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting;
  - (b) THAT pursuant to S366A of the Act, the Company hereby elects to dispense with the holding of Annual General Meetings;
  - (c) THAT pursuant to S386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually.