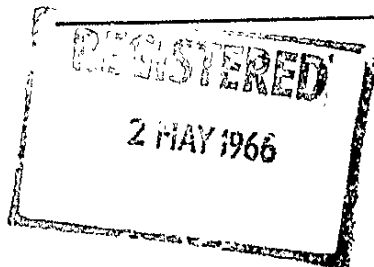


No. of
Company

878293

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the Requirements of the
Companies Act, 1948, on Application for Registration
of a Company.

Pursuant to Section 15 (2).

Name
of
Company

THE AGREEMENT BOARD

Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by STEPHENSON HAKWOOD & TATHAM, Saddlers' Hall,

Gutter Lane, London, E.C.2.

Ref: 63/41

I JOHN GRIERSON FLEMING

of Saddlers' Hall, Gutter Lane, London, E.C.2.

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am (a) A Solicitor
of the Supreme Court engaged in the formation

of The Agreement Board

Witness

And that all the requirements of the Companies Act, 1948,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Cheapside House,
in the City of London

the 27th day of April
one thousand nine hundred and sixty six

Before me,

James J. Fleming

* Delete as
necessary.

*A Commissioner for Oaths.

~~Notary Public.~~

~~Justice of the Peace.~~

J. G. Fleming



LICENCE BY THE BOARD OF TRADE,

pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Board of Trade that

THE AGREEMENT BOARD

an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by seven members thereof on the fourteenth day of April 1966, and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, the Board in pursuance of the powers conferred upon them by subsection (1) of the said Section 19, do by this their licence direct that

THE AGREEMENT BOARD

be registered as a company with limited liability, without the addition of the word "Limited" to its name.

SIGNED this twenty-second day of April 1966.

An Assistant Secretary of the Board of Trade

THE COMPANIES ACT 1948

878293

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

REGISTERED

27th 1966

Memorandum of Association

OF

The Agrément Board

1. The name of the Company (hereinafter called "the Company") is "THE AGRÉMENT BOARD".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (1) To assess materials, products, systems and techniques and applications of materials, products, systems and techniques for use in the building industry with a view to facilitating their acceptance by the building industry and its clients and professions trades manufactures and other businesses associated with the building industry and by local authorities.
 - (2) To grant certificates and make reports relating to assessment of such materials, products, systems, techniques and applications thereof as are mentioned above.
 - (3) To review from time to time such certificates and reports as are mentioned above.
 - (4) To publish from time to time details of certificates and reports which have been granted or made by the Company and of reviews of such certificates and reports.
 - (5) To collect record prepare arrange index and supply to the building industry and its clients and professions trades manufactures and other businesses associated with

the building industry and to local authorities information as to materials, products, systems, techniques and applications thereof which have been certified or reported on by the Company.

- (6) To supply such information in any convenient or desirable form with a view to facilitating such acceptance as is mentioned above and without prejudice to the generality of the foregoing, by means of writing or printing, diagrams, illustrations, photographs, cinematograph or television films, any other mode of representing or reproducing words, diagrams, illustrations or photographs in a visible form, and by exhibitions incorporating any one or more of such means.
- (7) To make such assessments and grant such certificates and make reports and publish details of such certificates and reports and supply such information as is contemplated by this Memorandum in consideration of such fees (if any) or other remuneration (if any) as the Company shall from time to time determine.
- (8) To obtain (whether directly or indirectly) such services assistance advice and information from third parties as are necessary for the Company to carry out its objects in consideration of such fee (if any) or other remuneration (if any) as the Company shall from time to time agree to pay or reimburse and to contribute where appropriate (whether by inclusion in fees paid or otherwise and whether directly or indirectly) to the cost of expenditure (including capital and overhead expenditure) incurred in the provision of facilities for testing or other means of assessment or in research into new or improved methods of testing or assessment.
- (9) To establish and maintain close relations and to co-operate with the Ministry of Public Building and Works, the Scottish Development Department, the Ministry of Technology, the British Standards Institution, the Building Research Station, the Fire Research Station, The National Building Agency and other relevant bodies including other Government departments or any relevant professional institutions or trade bodies.
- (10) To establish and maintain close relations and to co-operate with or become a member of any foreign or international institutions or bodies to secure the benefit of relevant experience abroad and to secure acceptance

of the work of the Company abroad with a view to aiding the export of British products and to encourage the adoption within the United Kingdom of Great Britain and Northern Ireland of the best practices from abroad.

- (11) To enter into any arrangement with any institution, corporation, company, association, firm or person or with any Government or public authority which may seem calculated to further any of the objects of the Company and to obtain any rights or privileges which may seem conducive to any of the objects of the Company.
- (12) To apply for, solicit, obtain and accept Government or other grants and to collect funds and to promote or procure subsidies, subscriptions, gifts, benefactions, donations, devises and bequests from public and private bodies and persons toward carrying out the objects of the Company or any of them.
- (13) To apply for, petition for, or promote any Royal Charter, Act of Parliament or other authority with a view to the attaining of the objects of the Company or any of them.
- (14) To grant pensions or gratuities to any employees or officers (including members of the Council) or ex-employees or ex-officers (including ex-members of the Council) of the Company or the relations, connections or dependants of any such persons and to establish or pay or contribute to schemes having such objects and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests or further the objects of the Company PROVIDED ALWAYS THAT no scheme for the provision of such pensions or gratuities shall be established by the Company unless and until the same shall have been approved in writing by the Minister of Public Building and Works and PROVIDED FURTHER THAT no payment contribution or subscription to any scheme having such objects which is not so approved and no grant by the Company of any such pension or gratuity shall be made hereunder unless and until the same shall have been so approved either specifically or generally.
- (15) To transfer all or any part of the undertaking assets and liabilities of the Company to or amalgamate with any other institution, company or association having objects

similar in whole or in part to those of the Company or to make such transfer to or amalgamation with any public authority, PROVIDED THAT any such institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to members of the Company; and FURTHER PROVIDED THAT this clause shall not authorise anything which shall prevent the Company from properly and usefully carrying out its functions as contemplated by this Memorandum of Association; and FURTHER PROVIDED THAT no such transfer to or amalgamation with any such institution, company association or public authority shall be effected without the prior written consent of the Minister of Public Building and Works.

- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (17) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections required for the purposes of the Company.
- (18) To sell, let, mortgage (for the purposes of securing any loan authorised by this Memorandum) dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- (19) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (20) To borrow money for the purposes of the Company on such terms and on such security as may be thought fit.
- (21) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (22) To establish and support or aid in the establishment and support of any charitable associations or institutions and

to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

- (23) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT:—

- (i) If the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
- (iii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Council or other the governing body for the time being of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such members for the time being, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or

indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company

PROVIDED THAT nothing herein contained shall prevent:—

- (i) the payment, in good faith, of reasonable and proper remuneration to any member of the Council or other the governing body for the time being of the Company, but no such remuneration or other benefit in money or money's worth shall be given by the Company to any such member without the prior written approval of the Minister of Public Building and Works;
- (ii) the repayment, in good faith, of out-of-pocket expenses of any member of the Council or either the governing body for the time being of the Company;
- (iii) the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company (not being a member of the Council or other the governing body for the time being of the Company) in return for any services rendered or to be rendered to the Company;
- (iv) the exercise in accordance with and subject to the provisions of sub-paragraph 3(14) of any of the powers therein mentioned¹.
- (v) the payment of interest at a rate not exceeding five per cent. per annum on money lent by any member of the Company to the Company;
- (vi) the payment of reasonable and proper rent for any premises demised or let by any member of the Company to the Company;
- (vii) any payment to any company of which a member of the Council or other the governing body for the time being of the Company may be a member and in which such member shall not hold more than one-hundredth part of the capital (and in such circumstances such member shall not be bound to account for any share of profits he may receive in respect of any such payment)

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade and the Minister of Public Building and Works.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Company in pursuance of section 19 (1) of the Companies Act, 1948, is subject.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.

9. If upon the winding up or dissolution of the Company 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 Company, but shall, if the Minister of Public Building and Works so directs, be paid or transferred in whole or in part to the Exchequer to an extent not exceeding the aggregate amount of grants or other payments made from the Exchequer to the Company which has not been repaid, and in default of and subject to such direction shall be given or transferred to some other institution or institutions having objects similar in whole or in part to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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X

WE, the several persons whose names and addresses are subscribed,
are desirous of being formed into a Company in pursuance of
this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Mr. John Baker (Baron Baker of Brighton)
55 Dyke Road Avenue, Hove, Sussex.

Thomas Wallace Parker

John o'Gaddesden House: Little Gaddesden, Herts.

Chas. Sidney Chester Tan 7 York House London W8

Leon Alfred Baynes Truckle Hay Danbury Chelmsford Essex. Company Director

Herbert Charles Evans
8 North Park Rd, Roundhay Leeds 8. West Yorkshire.

Thomas Stanley Mackenzie

6 Raigston House Park, Edinburgh, Consulting Engineer & Architect

Alan James Harris, Chartered Civil Engineer
128, Ashley Gardens London S.W.1.

DATED this 14th day of April, 1966.

WITNESS to the above Signatures:—

J. F. Hume,
Solicitor,

Saddlers' Hall,
London, E.C. 2.

THE AGREEMENT BOARD

Names, addresses and descriptions of Subscribers to
Memorandum and Articles of Association:-

LEWIS COLMAN COHEN (BARON COHEN OF BRIGHTON)
35 Dyke Road Avenue,
Hove, Sussex.

THOMAS WALLIS PARKER
John C'Gaddesden's House,
Little Gaddesden, Herts.
Chemist

OLIVER SIDNEY CHESTERTON
7 York House,
London, W.8.
Chartered Surveyor

LEWIS ALFRED BAYMAN
Mickle Hay,
Danbury,
Shelmsford, Essex.
Company Director

KENNETH CHARLES EVANS
8 North Park Road
Roundhay,
Leeds 8.
West Riding County Architect

THOMAS HANLEY MADDOW
6 Kavelston House Park,
Edinburgh 4.
Consulting Engineer & Architect

ALAN JAMES HAWES
128 Ashley Gardens,
London, S.W.1.
Chartered Civil Engineer

DATED this 14th day of April, 1966

WITNESS to the above Signatures:-

J.C. Fleming, Solicitor,
Siddlers' Hall,
Cutter Lane, London, E.C.2.

THE COMPANIES ACT, 1948



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association **REGISTERED**
OF
The Agrément Board
2 MAY 1966

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings 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, 1948.
The Minister ..	The Minister of Public Building and Works.
These presents ...	These Articles of Association, and the regulations of the Company from time to time in force.
The Company ...	The above-named Company.
The Council ...	The governing body for the time being of the Company.
The Office ...	The registered office of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month ...	Calendar month.
In writing ...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a permanent visible form.

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 or any statutory modification thereof in force at the date on which these presents, become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is 25, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The Company shall comply with any direction of a general character as to the exercise of its functions which may from time to time be given by the Minister.

6. The subscribers to the Memorandum of Association and such other persons as the Minister shall appoint shall on compliance with Article 3 be members of the Company.

7. Membership of the Company shall be held in accordance with the terms of these Articles and of any special terms of the member's appointment.

8. Notwithstanding anything herein contained any member of the Company may at any time be removed from membership by the Minister.

9. All directions and notices to the Company and all appointments to and removals from membership of the Company and all requirements of and approvals by the Minister shall be notified to the Company by notice in writing sent to or left at the Office.

10. The rights and privileges of a member shall be personal to himself and not transferable or transmissible.

11. A member shall forthwith cease to be a member upon the happening of any of the following events, namely:—

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (b) if he becomes of unsound mind, or
- (c) if he by notice in writing to the Company resigns his membership, or
- (d) if he is removed from membership by the Minister, or
- (e) if he becomes prohibited from being a Member of the Council by reason of any Order made under section 188 of the Act or is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act, or
- (f) if he otherwise ceases to be a Member of the Council.

GENERAL MEETINGS

12. The Company 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 Council, 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 Company 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.

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

14. The Council 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 132 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a

Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 presents or under the Act entitled to receive such notices from the Company; 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.

16. 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

17. 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 Council and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. 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 four members personally present shall be a quorum.

19. 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 Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman (if any) of the Council, or in his absence the Deputy Chairman (if any) of the Council shall preside as chairman

at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same, or if neither of them shall be willing to preside, the members present shall choose one of their number to preside as chairman at such meeting.

21. The chairman of any meeting 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.

22. 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 of the meeting or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, 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 Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, 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.

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

25. 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 or casting vote.

26. The demand for 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.

VOTES OF MEMBERS

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

28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy must be a member.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal or under the hand of some officer duly authorised in that behalf.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

“THE AGRÉMENT BOARD

“I, _____,
 “of _____,
 “a member of THE AGRÉMENT BOARD, hereby appoint
 “_____ of _____,
 “and failing him,
 “of _____,
 “to vote for me and on my behalf at the [Annual or Extra-
 “ordinary, or Adjourned, as the case may be] General
 “Meeting of the Company to be held on the _____ day
 “of _____,
 “and at every adjournment thereof.

“AS WITNESS my hand this _____ day of _____ 19 ____.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE COUNCIL

34. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Member of the Council.

35. The Council of the Company shall consist of all the members of the Company for the time being (acting for this purpose in an executive capacity and not as members of the Company); accordingly every member of the Company shall, upon his becoming such, *ipso facto* become and be a Member of the Council, and upon his ceasing for any reason to be a member of the Company shall, *ipso facto*, cease forthwith to be a Member of the Council.

36. The remuneration of the Members of the Council (including any Member of the Council holding the office of Chief Officer, Director, Managing Director or any other salaried office or employment under the Company) shall from time to time be determined by the Minister by notice in writing to the Company. The remuneration of a Member of the Council shall be deemed to accrue from

day to day. The Members of the Council shall also be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in or with a view to the performance of their duties in attending meetings of the Council or committees of the Council.

37. If any Member of the Council being willing shall be called upon to render or to perform and shall render or perform extra or special services of any kind including services on any committee established by the Council or shall travel or go or reside abroad for any business or purpose of the Company he shall be entitled to receive such sum as the Council may think fit for expenses and also such remuneration as the Council may with the prior written approval of the Minister think fit and such remuneration may as the Council shall determine be either in addition to or substitution for any other remuneration that he may be entitled to receive.

38. No person shall be disqualified from being or becoming a Member of the Council of the Company by reason of his attaining or having attained the age of 70 years or any other age.

POWERS OF THE COUNCIL

39. The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

40. The Council may grant pensions or gratuities to any employees or officers (including Members of the Council) or ex-employees or ex-officers (including ex-Members of the Council) of the Company or the relations, connections or dependants of any such persons and establish or pay or contribute to schemes having such objects and may establish or support associations, institutions, clubs,

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funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests or further the objects of the Company PROVIDED ALWAYS THAT no scheme for the provision of such pensions or gratuities shall be established by the Company unless and until the same shall have been approved in writing by the Minister and PROVIDED FURTHER THAT no payment contribution or subscription to any scheme having such objects which is not so approved and no grant by the Company of any such pension or gratuity shall be made hereunder unless and until the same shall have been so approved either specifically or generally.

LOCAL MANAGEMENT

41. The Council may establish any local committees, boards, councils or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be members of any such local committee, board, council or agency, or any managers or agents, and may subject to the provisions of Clause 4 of the Memorandum of Association fix their remuneration, and may delegate to any such local committee, board, council or agent, or to any manager or agent any of the powers authorities and discretions vested in the Council, with power to sub-delegate and authorise the members of any such local committee, board, council or agency, or any of them, to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

42. The Council may from time to time, and at any time, by power of attorney under the Seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes outside the United Kingdom and with such powers, authorities and discretions (including power to sub-delegate) and for such period and subject to such conditions as the Council may from time to time think fit, and any such appointment may (if the Council thinks fit) be made in favour of any of the Members of the Council or of the members, or any one or more of the members of any such committee or local board established as aforesaid, or in favour of any company,

or of the members, directors, nominees, or managers of any company or firm, or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Council, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Council thinks fit.

CHIEF OFFICER, DIRECTOR, MANAGING DIRECTOR AND OTHER SALARIED MEMBERS OF THE COUNCIL

43. The Minister may from time to time appoint one or more Members of the Council to the office of Chief Officer, Director, Managing Director or to any other salaried office or employment under the Company for such period and on such terms as he thinks fit, but such appointment of any Member of the Council shall be automatically determined if he ceases from any cause to be a Member of the Council or if the Minister removes him from such appointment PROVIDED THAT such determination shall not deprive any person of any compensation or damages payable to him under any contract (being a contract entered into by the Company pursuant to and in accordance with the terms of the Minister's appointment) in respect of the termination of such appointment.

44. The Council may entrust to and confer upon any chief officer, director or managing director any of the powers authorities and discretions exercisable by it as the Council or other governing body of the Company upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke withdraw alter or vary all or any of such powers.

BORROWING

45. Subject as hereinafter provided the Council on behalf of the Company may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company PROVIDED THAT the amount for the time being remaining undischarged of monies borrowed or secured as aforesaid shall not at any time, without the prior written consent of the Minister exceed in the aggregate the sum of £10,000 but nevertheless no lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed. No

debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or would thereby be exceeded.

46. The Council shall cause a proper register to be kept in accordance with the provisions of Section 104 of the Act of all charges specifically affecting property of the Company and of all floating charges on the undertaking or any property of the Company and shall duly comply with the requirements of the Act in regard to the registration of charges therein specified.

PROCEEDINGS OF THE COUNCIL

47. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks 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 an equality of votes the chairman of the meeting of the Council shall have a second or casting vote. A Member of the Council shall not vote in respect of any contract or arrangement in which he is interested but this prohibition shall not apply to any exercise by the Council of its powers under Article 40.

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

49. The Minister may from time to time in writing appoint from amongst the Members of the Council a Chairman and a Deputy Chairman of the Council (either of whom may also hold the office of Chief Officer, Director, Managing Director or any other salaried office or employment under the Company), and may determine for what period they are respectively to hold office. The Chairman so appointed, or in his absence the Deputy Chairman, shall preside at all meetings of the Council, but if no such Chairman or Deputy Chairman be appointed, or if at any meeting the Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be chairman of the meeting.

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50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in the Council generally.

51. The Council may delegate any of its powers to committees consisting of such Member or Members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

52. All acts *bona fide* done by any meeting of the Council or of any committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member of the Council or person acting as aforesaid, or that 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 and had continued to be a Member of the Council and had been entitled to vote.

53. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported 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.

54. A resolution in writing signed by all the Members of the Council for the time being or by all the members of any committee of the Council for the time being entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted and may consist of several documents in the like form each signed by one or more Members of the Council.

SECRETARY

55. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council 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.

THE SEAL

56. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Council or of a Committee of the Council authorised by the Council in that behalf, and in the presence of at least one Member of the Council and of the Secretary, and the said Member of the Council and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS AND REPORTS

57. The Council shall cause proper books of account to be kept with respect to:—

- (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions

58. The books of account shall be kept at the Office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

59. At the Annual General Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than three months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

60. The Company shall furnish the Minister with such information concerning the property and activities of the Company as the Minister may from time to time require and shall as soon as possible after the end of such financial year of the Company make a general report to the Minister as to the exercise by the Company of its functions during that year.

AUDIT

61. Once at least in every year the accounts of the Company 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.

62. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act. No person shall be appointed Auditor of the Company unless he has been approved in writing by the Minister.

NOTICES

63. A notice may be served by the Company 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.

64. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company 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 Company.

65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing 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 letter.

DISSOLUTION

66. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

67. Every Member of the Council, Chief Officer, Director, Managing Director, agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Rev. John Bohn (Baron Bohn of Brighthelmston)
55 Oldfield Road Avenue Hove, Sussex.

Thomas Wallace Parker

John S. Goldclough House: Little Gaddesden L.
Stevenage Hertfordshire. 7 York House W8 - Herts.
Chancery Lane, London W.C.2.

Law Alfred Baynes Middle Key Denbury Chesham Road, Bucks.

Kenneth Charles Evans
8 North Park Rd., Roundhay, Leeds 5, West Riding
County, Architect.

Thomas Stanley Haddock
6 Rensington House Park, Edinburgh, 4 Consulting Engineer & Architect

Alan James Harris; Chartered Civil Engineer
128, Ashley Gardens London S.W.1.

DATED this 14th day of April, 1966.

WITNESS to the above Signatures:—

J. P. Fleming
Solicitor

Sadler's Hall,

Golden Lane,

London, W.C.2.

C.173

DUPLICATE FOR THE FILE.

No. C78293



Certificate of Incorporation

I Hereby Certify that

THE AGREEMENT BOARD

(THE WORD 'LIMITED' BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this SECOND DAY OF MAY
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

Typherson & Harwood Ltd

Date 2.5.66.