

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of

**B&T PLANT HIRE LIMITED (the "Company")**

**(Registered in England and Wales under company number 02675805)**

**dated 30 September 2002**

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions of the Company, pursuant to section 381A of the Companies Act 1985 (as amended), as if such resolutions had been passed as a special resolution at a general meeting of the Company duly convened and held.

**Written Resolution No. 1**

**IT IS RESOLVED**

**1 Articles of Association**

**THAT** Articles of Association in the form presented to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as new Articles of Association for the Company in substitution of all previous articles of association of the Company.

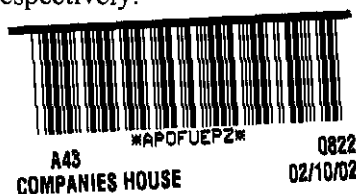
**2 Re-designation of Share Capital**

**THAT** 500 of the existing issued Ordinary Shares of £1 each in the capital of the Company owned by J.W. O'Halloran be and are hereby re-designated into "A Ordinary Shares" of £1 each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company as adopted by paragraph 1 of this Resolution.

**3 Declaration of Dividend**

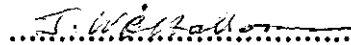
**THAT** pursuant to regulation 102 of table A in the Schedule to the Companies Act (Tables A to F) Regulations 1985 (as amended) as incorporated in the Company's Articles of Association and to Article 2.3 thereof, the payment of the Special Dividend as defined in Article 2.3 thereof be hereby declared and approved, such distribution having been recommended by the Company's directors.

We the undersigned, being the holders of all the shares of each class in the issued capital of the Company, hereby further confirm that our signature below shall constitute our written consent for the purposes of Section 125(2) of the Companies Act 1985 to the variation effected by the above resolutions to the rights attaching to each class of shares held by us respectively.





T.F. O'BRIEN



J.W. O'HALLORAN

Date of notification to the auditors under s.381B(3)(a): 13 September 2002

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**NEW ARTICLES OF ASSOCIATION**

**OF**

**B&T PLANT HIRE LIMITED**

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

**B&T PLANT HIRE LIMITED**  
(the "Company")

(Registered in England and Wales under company number 02675805)

(adopted by special resolution passed on 30 September 2002)

**1 DEFINITIONS AND INTERPRETATION**

**1.1** In these Articles, unless the context requires otherwise:-

"Act" means the Companies Act 1985 as amended and construed at the date of adoption of these Articles;

"Board" means the board of directors of the Company from time to time;

"Group" means the Company and all its subsidiaries and subsidiary undertakings from time to time and "**member of the Group**" shall be construed accordingly;

"Member" means any registered holder of a Share;

"Share" means a share in the capital of the Company; and

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

**1.2** The regulations of Table A shall be incorporated into and form part of these Articles and shall apply to the Company insofar as such regulations are not excluded, amended or modified by or inconsistent with this document.

**1.3** References in these Articles to Regulations are to regulations in Table A and references to an Article by number are to a particular Article of these Articles.

**1.4** These Articles and the Regulations incorporated into them shall take effect subject to the requirements of the Act and of every other statute for the time being in force affecting the Company.

**1.5** In these Articles where the context so permits:-

- (a) words importing the singular number only shall include the plural number, and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender;

(c) words importing persons shall include bodies corporate, unincorporated associations and partnerships; and

(d) the expression "**paid up**" shall include credited as paid up.

1.6 Words and expressions defined in or for the purposes of the Act or Table A shall, unless these Articles provide otherwise, have the same meaning in these Articles.

1.7 Words and expressions defined elsewhere in these Articles shall bear the meanings thereby ascribed to them.

1.8 Headings used in these Articles shall not affect their construction or interpretation.

1.9 References to any statute or section of any statute shall include reference to any statutory amendment, extension, modification or re-enactment thereof for the time being in force.

## **2 SHARE CAPITAL**

2.1 The Company is a private company as defined by Section 1 of the Act and accordingly any offer to the public (whether for cash or otherwise) of any Shares or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any Shares or debentures of the Company with a view to all or any of those Shares or debentures being offered for sale to the public shall be prohibited.

2.2 The authorised share capital of the Company at the date of the adoption of these Articles is £1000 divided into 500 Ordinary Shares of £1 each and 500 A Ordinary shares of £1 each. Except as provided in Article 2.3, Ordinary Shares and A Ordinary Shares rank *pari passu* but they constitute separate classes of shares.

2.3 The A Ordinary Shares do not entitle the A Ordinary Shareholder to any income except to the dividend in specie of the 879,263 ordinary shares in Chertsey Plant Hire Limited and registered in the name of the Company (the "Special Dividend"). The Special Dividend is payable on the recommendation of the directors and subject to the passing of an ordinary resolution approving the payment of the Special Dividend. On payment all the rights and privileges attaching to the A Ordinary Shares shall immediately be extinguished and the A Ordinary Shareholder will be obliged forthwith, on receipt of written notice from the Company referring to this Article 2.3 to sign a purchase agreement in such form as the Board may specify in such notice to effect the purchase of the A ordinary Shares by the Company out of distributable reserves at an aggregate price of £1.

2.4 The Company may execute any share certificate, warrant or other document creating or evidencing any security allotted by the Company or any right or option to subscribe granted by the Company under the hand of two directors or any one director and the secretary. Regulation 6 shall be extended accordingly.

## **3 ISSUE OF SHARES**

3.1 Regulation 32 shall be amended by the addition to paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share". Regulation 33 shall not apply to the Company.

3.2 The directors are generally and unconditionally authorised to allot relevant securities (within the meaning of Section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit; provided that:-

- (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be £1000; and
- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make one or more offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities after such authority has expired in pursuance of every such offer or agreement as if the power conferred hereby had not expired.

3.3 The authority conferred by this Article 3 is in substitution for each (if any) other authority already given pursuant to the said Section 80 whether contained in earlier articles of association of the Company or otherwise and each (if any) such earlier authority is hereby revoked but without prejudice to the validity of any allotment offer or agreement made pursuant to any such earlier authority before the date of adoption of these Articles.

3.4 Section 89(1) and Sections 90(1) to (6) of the Act shall not apply to the Company.

#### 4 **TRUSTS AND LIEN**

4.1 The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the Shares. Notwithstanding any such recognition, the Company shall not be bound to see to the execution, administration or observance of any trust (whether express, implied or constructive) in respect of any Shares. The Company shall not be bound to recognise any interest in any Shares except an absolute right to the entirety thereof in the holder and shall be entitled to recognise and give effect to the acts and deeds of the holder of Shares as if they were the absolute owners thereof. For the purposes of this Article 4.1, "trust" includes any right in respect of any Shares other than an absolute right thereto in the holder thereof for the time being or such other rights in case of transmission thereof as are mentioned in Table A. Regulation 5 shall not apply to the Company.

4.2 The Company shall have a first and paramount lien on every Share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a Member or not and whether such moneys are presently payable or not. The directors may at any time declare any Share to be wholly or partly exempt from the provisions of this Article 4.2. The Company's lien on a Share shall extend to all dividends and other payments or distributions payable or distributable thereon or in respect thereof. Regulation 8 shall not apply to the Company.

#### 5 **TRANSFER OF SHARES**

Regulation 24 shall be amended by the addition of the words "(in their absolute discretion and without assigning any reason therefore)" between the words "may" and "refuse" and the deletion of the words "which is not" and the substitution of the words "whether or not it is".

6 **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 Regulation 40 shall be amended by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum".
- 6.2 If a general meeting is adjourned under Regulation 41 because a quorum is not present, and at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Member(s) present shall form a quorum, and Regulation 41 shall be amended accordingly.
- 6.3 Regulation 46 shall be amended by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by the chairman or by any person present entitled to vote upon the business to be transacted."
- 6.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to exercise a second or casting vote in addition to any other vote he may have at any general meeting or at any separate meeting of the holders of any class of Shares. Regulation 50 shall not apply to the Company.
- 6.5 Regulation 54 shall be amended by the addition of the words "or by proxy" between the words "vote," and "shall" and the words "fully paid" between the words "every" and "share".
- 6.6 Regulation 62 shall be amended by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to" and by the insertion at the end of the Regulation after the word "invalid" of the words "unless a majority of the Board resolve otherwise".

7 **NUMBER OF DIRECTORS**

The number of directors shall not be less than two and there shall be no maximum number. In the event of there being a sole director these Articles shall be construed accordingly. Regulation 64 shall not apply to the Company.

8 **ALTERNATE DIRECTORS**

- 8.1 Regulation 66 shall be amended by the insertion in the first sentence between the words "shall" and "be" of the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)".
- 8.2 Regulation 67 shall be amended by the deletion of the words from "but" until the end of that Regulation.
- 8.3 A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 8.4 If an alternate director is himself a director or attends any meeting as an alternate director for more than one director, his voting rights shall be cumulative but he shall only be counted once in deciding whether a quorum is present.

9 **APPOINTMENT AND RETIREMENT OF DIRECTORS**

Directors shall not be required to retire by rotation. Accordingly:-

- (a) Regulations 73, 74, 75 and 80 shall not apply to the Company;

- (b) Regulation 76 shall be amended by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear in that Regulation;
- (c) Regulation 77 shall be amended by the deletion of the words "(other than a director retiring by rotation at the meeting)", "or reappointment" and "or reappointed" each time they appear in that Regulation;
- (d) Regulation 78 shall be amended by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";
- (e) Regulation 79 shall be amended by the deletion of the second and third sentences in that Regulation; and
- (f) the last sentence of Regulation 84 shall not apply to the Company.

9.2 The office of a director shall be vacated if:-

- (a) (being an executive director of the Company or any subsidiary) he ceases to hold office as an employee of the Company or any subsidiary without being appointed or continuing to be an employee of another member of the Group; and
- (b) a majority of the Board so requires.

Regulation 81 shall be extended accordingly.

9.3 Regulation 82 shall be amended by the addition of the words "by way of directors' fees" shall be inserted between the words "remuneration" and "as".

9.4 Regulation 84 shall be amended by the addition of the words "Unless the contrary shall be provided in the terms of his appointment" at the beginning of the third sentence and by the deletion of the fourth sentence.

9.5 Regulation 85(c) shall be amended by the addition of the words ", subject to the terms of any contract of employment between the Company and the director," between the words "shall" and "not".

## 10 PROCEEDINGS OF DIRECTORS

10.1 Regulation 72 shall be amended by the addition of the words "Any committee shall have power, unless the directors direct otherwise, to co-opt as a member or members of the committee for any specific purposes any person, or persons, not being a director of the Company." at the end of that Regulation.

10.2 The chairman of the Board shall have a second or casting vote at a meeting of the Board. The fifth sentence of Regulation 88 shall not apply to the Company.

10.3 The quorum for the transaction of business of the Board shall be two directors. Regulation 89 shall not apply to the Company. Any board meeting at which a quorum is not present shall be adjourned for a period of 7 days and at the adjourned meeting any director(s) present shall form a quorum. At least 2 days notice of any adjourned meeting of the directors for lack of quorum will be given to all directors by the Company.

10.4 Any director or his alternate may validly participate in a meeting of the Board or a committee of the Board by conference telephone or other form of communication equipment



if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chairman of the meeting is.

- 10.5 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Board or of any committee of the Board in accordance with that section. Subject where applicable to such disclosure a director may vote at any such meeting on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and be counted in determining the quorum. Regulations 94 and 95 shall not apply to the Company.

## 11 **SOLE MEMBER**

If and for so long as the Company has only one member:

- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly;
- (b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
- (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and
- (d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

## 12 **NOTICES**

- 12.1 Any notice to be given to the Company pursuant to these Articles shall be sent to the registered office of the Company or presented at a meeting of the Board.
- 12.2 Any notice to be given pursuant to these Articles may be given by facsimile transmission to the facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the transmission report received by the sender.
- 12.3 The words "unless the contrary is proved" shall be omitted from the second sentence of Regulation 115 and the figure "24" shall be inserted in substitution for the figure "48" in the second sentence of that Regulation. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

## 13 **INDEMNITY**

- 13.1 Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, alternate 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 the exercise of his powers or otherwise in relation thereto. Regulation 118 shall be extended accordingly.

- 13.2 The directors may exercise all the powers of the Company to purchase and maintain for every director or other officer insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may be lawfully insured against.