

No. 2622374

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

THE ENERGY SAVING TRUST LIMITED

SPECIAL RESOLUTION

PASSED ON TUESDAY 17 NOVEMBER 1992

At an extraordinary general meeting of the company duly convened and held at 1 Grosvenor Place, London SW1X 7HJ on 17th day, November 1992 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

That the regulations set forth in the printed document, as amended, (marked "A" hereinafter called the "revised articles") produced at this meeting, and for the purpose of identification initialled by the Chairman hereof, be approved and adopted as the Memorandum and Articles of Association of the company, in substitution for, and to the exclusion of, all existing memorandum and articles of association thereof.

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Secretary



THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

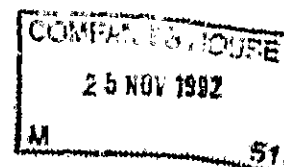
- of -

THE ENERGY SAVING TRUST LIMITED

(as adopted by Special Resolution passed 17 November 1992)

1. The Company's name is "The Energy Saving Trust Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (A) To promote and provide for:
 - (i) the efficient and rational use of energy in the United Kingdom;
 - (ii) the reduction of the total cost of energy to customers in the United Kingdom, including those of limited means;
 - (iii) the advancement of education and training in the manufacture installation, operation and maintenance of energy efficient appliances, products, equipment and systems;
 - (iv) the encouragement of the provision and correct installation of energy efficient appliances, products, equipment and systems;
 - (v) the carrying out and stimulation of research (including socio-economic and market research), development and demonstration schemes conducive to the attainment of any of the above objects.

Name changed from Solidtry Limited by Special Resolution
passed on 24 September 1992



- (B) To support, financially or otherwise and to co-operate with local and other bodies, institutions, agencies, societies (incorporated or unincorporated), engaged in any work with objects set out in (A) above.
- (C) To promote any of the objects of the Company through all media and methods of communication (including without prejudice to the generality of the foregoing) surveys, exhibitions, seminars, books, newspapers, periodicals, films and recorded tapes either alone or with others.
- (D) To make such charge or impose such fees in respect of admission to any exhibition display or performance and of the provision of services or goods of any description as the board may from time to time think fit
- (E) To enter into and carry into effect agreements with corporations and other organisations, consultants, specialists and persons similar to the above or otherwise engaged in work which shall further the attainment of all or any of the objects of the Company.
- (F) To purchase, take on lease, exchange, hire, subscribe for or otherwise acquire any estate or interest in any real or personal property including securities or choses in action of any kind and all or any part of the share capital of any body corporate and any rights and privileges for any purpose in connection with, or considered by the directors to be conducive or incidental to the objects of the Company.
- (G) To receive and apply donations and money from persons desiring to promote the objects of the Company on such terms as shall be thought desirable by the directors.
- (H) To erect, maintain, alter, repair, restore or manage any real or personal property held by the Company and to provide the same with all necessary fixtures, furniture, fittings apparatus and appliances.
- (I) To receive money on deposit or loan (with or without allowance of interest) and to borrow, raise or secure the payment of money by mortgage, charge or lien or in any other manner either with or without security, and to charge all or any of the property or assets held by the Company to support any obligation of the Company or any other

company or person in connection with any of the objects of the Company.

- (J) To sell, lease, grant licences, easements and other rights over and in any other manner dispose of, the undertaking, property, assets, rights and effects held by the Company upon such terms as the directors may think fit.
- (K) To invest all or any part of the capital or income held by the Company not immediately required for the objects of the Company in or upon such investments, securities or properties as may be thought fit.
- (L) To advance and lend money with or without security and to guarantee the performance of the contracts or obligations of any person or body, to give financial assistance by way of a gift, grant, loan, guarantee, donation, subscription or otherwise to any person or body in connection with any of the objects of the Company and to give any warranties, indemnities or undertakings in connection with any contract whatsoever, whether or not the Company is a party to the same.
- (M) To perform any duty, function, or act in compliance with, and to carry into effect any directions or instructions relating to any property which may be given to the Company by any duly constituted body entitled to give such directions or instructions.
- (N) To institute, conduct, defend, or compromise legal proceedings by and against the Company, its officers or employees as such, and to do and authorise to be done all acts, deeds, or assurances which may be necessary to register the Company or any of its properties in any such register as may be found necessary or desirable.
- (O) To grant pensions or gratuities to, and provide for the welfare of, any persons who are or at any time have been employees of the Company (but who have not been or are not directors), and the families, relations, connections or dependants of any such persons; 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 of the Company; to institute or contribute to pension schemes and to act as a trustee of such schemes.

- (P) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (Q) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other Company, against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any such other company.
- (R) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (S) To do all such other lawful things as the directors may think incidental or conducive to any of the above objects. The objects contained in any paragraph of this memorandum of association shall not be restrictively construed but shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any other object or by the name of the company. No paragraph or object is, or shall be deemed to be, subsidiary or ancillary to the objects or powers mentioned in any other paragraph.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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.

Names and addresses of Subscribers

1. Instant Companies Limited
2 Baches Street
London
N1 6UB

2. Swift Incorporations Limited
2 Baches Street
London
N1 6UB

Dated this 13th day of June, 1992

Witness to the above Signatures:-

Mark Anderson
2 Baches Street
London, N1 6UB

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE ENERGY SAVING TRUST LIMITED

(As adopted by Special Resolution passed 17 November 1992)

Preliminary

1. No regulations set out in any schedule to any of the Statutes shall apply as the regulations or articles of the Company.

Interpretation

2. In these Articles the following expressions shall have the following meanings:

"the Act"	The Companies Act 1985 (as amended by the Companies Act 1989)
"the Articles"	These Articles of Association as from time to time altered by Special Resolution
"the Board"	The Board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present or any committee authorised by the Board to act on its behalf, or the persons present at a meeting of such committee at which a quorum satisfying the requirements of Article 40 is present.
"clear days"	In relation to the period of a notice means that period excluding

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the day when the notice is given deemed to be given and the day for which it is given or on which it is to take effect.

"Directors"	The directors for the time being of the Company.
"executed"	Includes any mode of execution.
"office"	The registered office of the Company.
"the Seal"	The common seal of the Company.
"Secretary"	The Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.
"the Statutes"	The Act, the Companies Act 1989 and every other act for the time being in force concerning companies and affecting the Company.
"the United Kingdom"	Great Britain and Northern Ireland.

In these Articles any reference to any statutory provisions or enactment shall include any statutory modification or re-enactment of such provision.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.

Objects

3. The Company is established for the objects expressed in the Memorandum of Association.

Members

4. (1) The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Company's Articles shall be members of the Company.

(2) The Secretary of State for the Environment, the Secretary of State for Scotland, British Gas plc, Southern Electric plc, South Western Electricity plc, Northern Electric plc, Midlands Electricity plc, South Wales Electricity plc, East Midlands Electricity plc, Scottish Hydro-Electric plc, Scottish Power plc, NORWEB plc, London Electricity plc, Eastern Electricity plc, SEEBOARD plc, Yorkshire Electricity plc and Manweb plc who have been respectively admitted as members of the Company on 17 November 1992 are referred to in these Articles as "the Original Members".

(3) Any person or body may be admitted to membership of the Company provided -

(a) he delivers to the Company a written application for membership in a form approved by the Directors, and

(b) his application is approved by a resolution passed by a majority consisting of not less than two thirds of the votes of the Original Members.

(4) Any person who, or body which, is admitted to membership of the Company in accordance with sub-paragraph (3) shall be referred to in these Articles as a "New Member".

(5) In these Articles any reference to "the Members" of the Company shall mean collectively the Original Members and each New Member.

5. (1) An Original Member may on giving not less than three months written notice to the Company, and a New Member may on giving not less than seven clear days' written notice to the Company, at any time withdraw from the Company but such member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a Member or for which he may become liable under the provisions of the Memorandum of Association.

(2) Membership shall not be transferable and shall cease on the Member's death or, in the case of a corporation or company, any resolution being passed or an effective order being made for the winding up or dissolution of that corporation or company.

(3) The Original Members may by a resolution passed by a majority consisting of not less than two thirds of the votes of those Members at a meeting of the Company duly convened for the purposes of considering such a resolution, remove any New Member from membership of the Company.

(4) The power mentioned in sub-paragraph (3) shall not be exercised unless the Member concerned shall have been given notice of the meeting at which the resolution is to be considered and he, or his duly authorised representative, shall have been given an opportunity to attend and speak.

General meetings

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The Board may call general meetings and on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or Member of the Company may call a general meeting.

Notice of general meetings

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting by all the Members entitled to attend and vote at such meeting; and
 - (b) in the case of any other meeting by a majority in number of the Members together representing not less than ninety-five per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and to the Directors and auditors.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

10. No business shall be transacted at any meeting unless a quorum is present. The quorum for a general meeting shall be all of the Original Members present in person or by proxy or (in the case of a corporation or corporation sole) represented by its duly authorised representative.
11. If, within 15 minutes from the time appointed for a general meeting, a quorum is not present the meeting shall stand adjourned to such time, place and day as the Directors may determine and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the Members present shall be a quorum.
12. The Chairman, if any, of the Board shall preside as Chairman of the meeting. If the Chairman is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present and entitled to vote shall elect one of their number to be Chairman.
13. A Director shall notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
14. The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken 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. Otherwise, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at any adjourned meeting.
15. A resolution put to the vote of a meeting shall be decided on a show of hands, unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the Chairman; or
 - (b) by any Member (including a Member which is a Corporation and is present by its duly authorised representative);

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

16. Unless a poll is duly demanded a declaration by the Chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
17. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
18. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
20. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
22. A resolution in writing signed or approved by letter, fax or telex by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more of the Members entitled to vote.

Votes of Members

23. (1) On a show of hands every Member who (being an individual) is present in person or (being a corporation or corporation sole) is present by a duly authorised representative shall have one vote.

(2) On a poll -

(a) the Secretary of State for the Environment (whether present in person, or by proxy, or by a duly authorised representative) shall have 12 votes,

(b) the Secretary of State for Scotland (whether present in person, or by proxy, or by a duly authorised representative) shall have 2 votes,

(b) British Gas plc (whether present by person, or by proxy, or by a duly authorised representative) shall have 14 votes, and

(c) every other Member (whether present in person, or by proxy, or by duly authorised representative) shall have one vote each.

(3) On a poll, a Member entitled to more than one vote need not, if he votes, use all his votes, or cast all the votes he uses in the same way.

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

25. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

"[] Limited

I/We , of
being a Member/Members of the above-named company, hereby
appoint of

or failing him,
of as my/our proxy to vote in my/our
name[s] and on my/our behalf at the annual/extraordinary
general meeting of the Company to be held on

19 and at any adjournment thereof.

Signed on 19 ."

26. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

"[] Limited

I/We , of
, being a Member/Members of the above-named company, hereby
appoint of

, or failing him,
of , as
my/our proxy to vote in my/our name[s] and on my/our behalf
at the annual/extraordinary general meeting of the Company
to be held on 19 , and at any
adjournment thereof.

This form is to be used in respect of the resolutions
mentioned below as follows:

Resolution No. 1 *for *against
Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he
thinks fit or abstain from voting.

Signed this day of 19 ."

27. The instrument appointing a proxy and any authority under
which it is executed or a copy of such authority certified
notarially or in some other way approved by the Directors
may:

- (a) be deposited at the registered office or at such
other place within the United Kingdom as is
specified in the notice convening the meeting or in
any instrument of proxy sent out by the Company in
relation to the meeting no later than the time for
holding the meeting or adjourned meeting at which
the person named in the instrument proposes to vote;
or
- (b) where a poll is not taken forthwith but is taken
after it was demanded, be delivered at the meeting
at which the poll was demanded to the Chairman or to
the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

28. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation or corporation sole shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
29. (1) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such director as it thinks fit to act as its representative at any meeting of the Company and any corporation sole which is a member of the Company may authorise any person so to act. The director or person so authorised shall be entitled to exercise the same powers on behalf of such corporation or corporation sole as the corporation or corporation sole could exercise if it were an individual Member of the Company and such corporation or corporation sole shall for the purpose of these Articles be deemed to be present at the meeting.
- (2) Any director or other officer of a corporation which is a Member shall be deemed to be a duly authorised representative of that Member (i) for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company and (ii) without prejudice to the generality of the foregoing, for the purpose of Articles 10 and 23.
30. The Members may by ordinary resolution appoint any other person to any post with a descriptive title including that of Honorary President, Honorary Governor or Honorary Director (whether advisory or otherwise) as the Members may resolve, and may by ordinary resolution remove him from that post. A person so appointed is not a Director for any of the purposes of these Articles or of the Act and, accordingly, shall not by virtue of his appointment to such post be a Member of the Board or any committee, nor shall he be entitled to be present at any meeting of the Board or of any committee, except at the request of the Board or any committee, and if he is present at such request he shall not be entitled to vote at such meeting.

Number of directors

31. (1) There shall be a Board of Directors consisting of a chairman and not less than three and not more than eleven other persons one of whom shall be the person holding the Office of Chief Executive of the Company.
- (2) The Company may from time to time by special resolution vary the number of Directors.

Nomination and Election of Directors

32. (1) The Original Members acting collectively may nominate a person who is neither an employee or director of any of them to be the Chairman of the Board of Directors.
- (2) British Gas plc may nominate two Directors to the Board.
- (3) Those electricity companies who are Original Members may, acting collectively, nominate two Directors to the Board.
- (4) Subject to paragraphs (1) to (3) and Article 31(1), the Company may appoint as Directors by a resolution passed by a two thirds majority of the Original Members any person who is willing to act as such and who is neither an employee nor a director of any of the Members.
- (5) Subject to paragraphs (1) to (3) and Article 31(1), and subject to the Company having appointed four Directors under (4) above, the Company may by ordinary resolution appoint one Director to represent a New Member or Members.
33. (1) Any nominated Director appointed by the Original Members in accordance with Article 32(1) may at any time be removed by those Members acting collectively, and the Original Members acting collectively may also appoint another Director to fill the vacancy thereby caused.
- (2) Any nominated Director appointed by a Member in accordance with Article 32 may at any time be removed by that Member, and that Member may at any time appoint another Director to fill the vacancy thereby caused. Any removal of a director nominated under Article 32(3) to be agreed collectively by the electricity companies.
- (3) A Member may only exercise the powers referred to in sub-paragraphs (1) and (2) for so long as he remains a Member of the Company.

(4) Every appointment or removal of a nominated Director under the powers conferred by this Article shall be made by instrument in writing under the hand of the Member or Members (or in the case of a corporation under the hand of any one of its directors or of its duly authorised representative) and such instrument shall only take effect on the service at the registered office of the Company or when handed to either the Chairman or Secretary of any meeting of the Board. Every such instrument shall be annexed to the Board's Minute Book as soon as practicable after service.

(5) Subject to paragraph (2) above, and to Article 34, the Chairman and Directors shall hold office for such period as may be specified by the Company by ordinary resolution.

Disqualification and removal of directors

34. The office of a Director shall be vacated if the Director:

- (a) ceases to be a Director by virtue of the statutes or he becomes prohibited by law from acting as a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) is, or may be, suffering from mental disorder and either -
 - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) resigns his office by notice in writing delivered to the registered office of the Company or tendered at a meeting of the Board; or
- (e) absents himself from meetings of the Board during a continuous period of six consecutive months without permission and the Directors resolve that his office be vacated; or

- (f) has served upon him a notice removing him from office signed by all his co-Directors but so that if he holds an appointment to an executive employment which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim he may have for damages for breach of any agreement he may have between him and the Company;
- (g) is removed pursuant to Article 33; or
- (h) if, having been appointed pursuant to Article 32, ceases to be a Director by reason of:-
 - (i) the Member appointing him ceasing for any reason to be a Member of the Company; or
 - (ii) the Director ceasing to hold office or employment with the Member of the Company appointing him; or
 - (iii) in the case of the electricity companies, the Director ceasing his employment with the electricity company concerned.

Directors' remuneration and expenses

- 35. (1) The Directors shall be entitled to such remuneration or fees as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- (2) The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or general meetings or otherwise in connection with the discharge of their duties.

Powers of directors

- 36. (1) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles

and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

(2) The Board shall have the power to pay all the expenses incurred in the formation of the Company.

(3) All cheques, promissary notes, drafts, bills of exchange and other negotiable instruments, and receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

(4) The Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company.

Delegation of Directors' powers

37. The Directors may delegate any of their powers to any committee consisting of such Directors as they think fit. They may also delegate to any Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with three or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying. The quorum for proceedings of a committee shall be fixed by the Board and unless so fixed at any other number shall be three.
38. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Proceedings of the Board

39. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a

Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

40. The quorum for the transaction of business by the Directors may be fixed by the Directors and unless so fixed at any other number shall be three of whom there shall be at least one Director nominated by British Gas plc and one by those electricity companies which are Original Members. Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of the Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
41. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
42. Subject to the provisions of Article 32(1), the Chairman of the Board of Directors shall be such person as the Original Members may by ordinary resolution approve. Unless he is able to do so, the Chairman shall preside at every meeting of the Board of Directors. If the Chairman is unable to be present at a meeting of the Board of Directors, the Directors present may appoint one of their member to be a chairman of the meeting.
43. All acts done by a meeting of Directors, or of the Committee, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

Directors' meetings and resolutions

44. A resolution in writing signed or approved by letter or facsimile transmission or telex by each Director shall be as valid and effectual as if it had been passed at a meeting of the Directors (or, as the case may be, of a meeting of a committee of the Directors) duly convened and held and when signed or approved as aforesaid may consist of several documents in similar form each signed or approved by one or more of the persons aforesaid.

45. (1) The Directors, or a committee of the Directors, may hold meetings by telephone (whether by using conference telephone facilities or by a series of telephone conversations). The views and decisions of the Directors, or of a committee of the Directors, as ascertained and evidenced by such telephone conversations and communicated to the Chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the Chairman, shall be conclusive evidence thereof and shall be as valid and effectual as if it had been passed at a meeting of the Directors or, as the case may be, of a committee of the Directors duly convened and held. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is then present.

(2) In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled as regards the transaction of business at any meeting of the Directors or of a committee of the Directors, the following shall be counted in the quorum:

(a) in the case of a resolution approved by a meeting of the Directors or of a committee of the Directors held by telephone communication, all Directors participating in such meeting; and

(b) in the case of a meeting of the Directors or of a committee of the Directors, the Directors actually present at such meeting and any other Director in telephone communication with such meeting.

Directors' interests

46. Where proposals are under consideration concerning the appointment or removal of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

47. (1) A Director who, to his knowledge, is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest

at the meeting of the Board of Directors at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board of Directors after he knows that he is or has become so interested. For the purposes of this Article, a general notice to the Board of Directors by a Director to the effect that (a) he is a member of a specified company or other organisation and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or other organisation or (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration or interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board of Directors or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

(2) Save in respect of any contracts, arrangements or any other proposal with British Gas plc, Electricity Association Ltd or any successor company within the meaning of Part II of the Electricity Act 1989 (or any of their subsidiaries) or as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he is, to his knowledge, materially interested and, if he shall do so, his vote shall not be counted but, subject to the provisions of the Statutes and in the absence of some other material interest, this prohibition shall not apply to:

(a) any indemnity in respect of obligations undertaken by a Director for the benefit of the Company; or

(b) any proposal concerning the purchase and/or maintenance of any insurance policy under which the Director may benefit.

48. If a question arises at a meeting of the Board as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
49. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles

prohibiting a Director from voting at a meeting of the Board.

Borrowing powers

50. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part of them.

Secretary

51. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them, subject to the ratification of the Company in general meeting.

Minutes

52. The Board shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Board; and
 - (b) of all proceedings at meetings of the Company and of the Board, and of committees of the Board, including the names of the Directors at each such meeting.

Sealing documents

53. (1) The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by some other person appointed by the Board for the purpose or by a second Director.
- (2) Any instrument signed by one Director and the Secretary or by three Directors and expressed (in whatever form of words) to be executed by the Company and which is intended to have effect as a deed shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed shall be so signed without the

authority of the Directors or of a committee authorised by the Directors in that behalf,

Accounts

54. A Member shall have a right to inspect any accounting records or other book or document of the Company.

Notices

55. Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
56. The Company may give any notice or other document to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address.
57. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of the following business day after the envelope containing it was posted.

Indemnity

59. Subject to the provisions of the Act, the Company may purchase and maintain for any Director, Secretary, other officer and auditor, insurance against any liability related to his dealings with the Company. Subject to those provisions, but without prejudice to any indemnity to which the person concerned may otherwise be entitled:
- (a) No Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto;
- (b) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him

- (i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
- (ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
- (iii) in or about the execution of the duties of his office or otherwise in relation thereto.

Dividend

60. The Company shall not declare or pay any dividend to members.

Winding Up

61. If the Company is wound up, the liquidator may, with the approval of an extraordinary resolution of the company and any other sanction required by the Act, divide among the Members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the Members. The liquidator may, with the like approval, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as he in accordance with any such approval may determine. No Member shall be compelled to accept any assets upon which there is a liability.

Names and Addresses of Subscribers

1. Instant Companies Limited
2 Baches Street
London
N1 6UB

2. Swift Incorporations Limited
2 Baches Street
London
N1 6UB

Dated this 13 day of June 1992

Witness to the above signatures:-

Mark Anderson
2 Baches Street
London
N1 6UB