

**G**

COMPANIES FORM No. 12

**12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

2862807

Name of company

\* UK WATER INDUSTRY RESEARCH LIMITED

\* insert full  
name of Company

I, CAROLE ANNE BEGENT

of 20 FURNIVAL STREET, LONDON, EC4A 1BN

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company to the statement delivered to the registrar under  
section 10(5)] and that all the requirements of the above Act in respect of the registration of the above  
company and of matters precedent and incidental to it 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 3-5 Norwich Street  
London  
EC4A

Declarant to sign below

the 11th day of October

One thousand nine hundred and ninety - three  
before me A. CROMBY

C. Begent

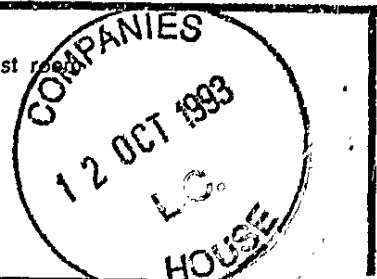
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):Beachcroft Stanleys  
20 Furnival Street  
London EC4A 1BN

REF: CAB/SJH/LP

For official Use  
New Companies Section

Post room





**OYEZ**

CHA1

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

CN

2862807

For official use

☐

UK Water Industry Research Limited

Registered office of the company on  
incorporation.

RO

1 Queen Anne's Gate

Post town London

County/Region

Postcode SW1H 9BT

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name Beachcroft Stanleys Solicitors

RA

20 Furnival Street

Post town London

County/Region

Postcode EC4A 1BN

Number of continuation sheets attached

1

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

Ms Beverley Bage, Beachcroft Stanleys

20 Furnival Street, London

Postcode EC4A 1BN

Telephone 071 242 1011

Extension

**Company Secretary** (See notes 1 - 5)

Name ☐ \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

<b>CS</b>	Mrs
	Averil Lednora
	Zaniboni
	None
	Hunt
<b>AD</b>	74 Eccleston Square,
	Post town London
	County/Region
	Postcode SW1V 1PJ
	Country England
I consent to act as secretary of the company named on page 1	
Signed	<i>Averil L Zaniboni</i>
	Date 29.9.93

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name ☐ \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	<del>Mrs</del> Mr.
	Jonathan Watson
	Hargreaves
	None
	None
<b>AD</b>	Capel Place, 118/120 Newgate Street,
	Post town Morpeth
	County/Region Northumberland
	Postcode
	Country England
<b>DO</b>	1 10 0 13 5 10
	Nationality <b>NA</b> British
<b>OC</b>	Managing Director, Northumbrian Water Ltd
<b>OD</b>	See attached
I consent to act as director of the company named on page 1	
Signed	<i>Jonathan Watson</i>
	Date 10.9.93

**Directors** (continued)

(See notes 1 - 5)

Name **\*Style/Title**

Forenames

Surname

**\*Honours etc**

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

**\* Voluntary details****Consent signature**

Delete if the form  
is signed by the  
subscribers.

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

**CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

*B.H. Shady*

Signature of agent on behalf of all subscribers

Date 11 October 1993

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Other Directorships

Ambinor Limited  
DCS Technical Services (North East) Limited  
Exploration Associates Limited  
Exploration Associates (Warwick) Limited  
Entec Europe Limited  
Earth Services Limited  
Geodril Limited  
Osiris Surveys Limited  
Soil Surveys Limited  
Wallace Whittle and Partners Limited  
WWP Limited

2802807  
12093  
LMS



Company Number:

**THE COMPANIES ACT 1985**

---

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

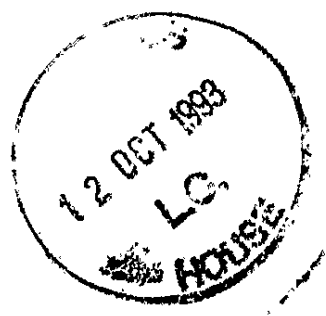
---

**MEMORANDUM OF ASSOCIATION  
OF  
UK WATER INDUSTRY RESEARCH LIMITED**

1. The name of the Company is **UK WATER INDUSTRY RESEARCH LIMITED**
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established is the facilitating of compliance with legal, regulatory, health and environmental requirements by promoting, carrying out, assisting, supporting and financing:-

(1) research and development on behalf of the Water Industry in connection with:-

- (a) the treatment, supply and use of water for all purposes and derived from all sources;
- (b) the treatment, reclamation or disposal of used water;



COOTS 021366  
11.00 17.00

- (c) the use, development, availability, distribution, conservation and control of quality of water resources;
  - (d) the use of rivers and other inland waters for any purpose, including services and facilities relating to such use;
  - (e) navigation, recreation, amenity and other activities and functions performed or exercised on, in or in relation to inland waters;
  - (f) pollution prevention, and the protection, conservation, enhancement and preservation of the environment.
- (2) work in support of the Water Industry including, engineering and operations; public health; drinking water; health and safety; the environment; standards; charges; economic methodology; cost benefit analysis; communications and information technology; and customer services.

And the Company shall have the following powers exercisable in furtherance of its said objects namely:-

- (A) To prepare, edit, print, publish and issue books, papers, periodicals, gazettes, circulars and other literary undertakings or other means of communication (including films), in respect of or bearing upon the Water Industry or any part thereof, and to circulate or sell such publications, or films, and to establish, form and maintain libraries and collections of literature, statistics, scientific data and other information or objects relating to the Water Industry or to matters of interest of the persons engaged therein, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication and sale by government and other bodies or persons, of any such literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise in connection therewith.

- (B) To apply to Government Departments, the European Economic Community, Local Government or other Public Bodies or to corporations, companies or other persons for, and to accept grants of money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Company.
- (C) To borrow or raise money, and to issue debentures or other securities, and for the purposes of securing any debt or obligation of the Company to mortgage and charge all or any part of the property of the Company.
- (D) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company in which the Company has a direct or indirect interest: to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company and to make payments and other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company.
- (E) 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 necessary or convenient for the work of the Company.
- (F) To create, assist in the creation of, originate, design, invent, develop, encourage, devise, formulate, compose, conceive, initiate, conceptualise, write and by any other means whatsoever produce ideas, solutions, inventions, designs, works, processes, applications, utilities, technologies, know-how, methods and/or any other intellectual property which seems capable of being used by Members of the Company or others for the benefit of the Water Industry ("Intellectual Property").
- (G) To apply for, register, obtain, maintain and protect in respect of the Intellectual Property, patents, copyrights, trade marks and service marks (both registered and unregistered), registered designs, design rights, semi-conductor rights, concessions, licences, privileges, utility models, confidential information, know-



how or any other form of legal or other protection whatsoever ("Intellectual Property Rights") exclusively or otherwise, whether in the United Kingdom or elsewhere.

- (H) To sell, supply, let, grant, licence, hire, market, merchandise, trade, deal in, distribute, retail or by any other means whatsoever exploit and turn to account all or any such Intellectual Property and/or Intellectual Property Rights and/or any goods, wares, works, products, merchandise, commodities of every kind which incorporate Intellectual Property and/or are a physical manifestation of the same.
- (I) To purchase or otherwise acquire and obtain and hold or dispose of or defend Intellectual Property Rights or any interest in them whether in the United Kingdom or elsewhere.
- (J) To sell, let, mortgage, charge, 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.
- (K) 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.
- (L) To acquire all or any part of the property, assets or liabilities of any association, society or corporation in any part of the world whose objects are in general similar to the objects of the Company.
- (M) To amalgamate or affiliate with and promote any association, society or corporation in any part of the world whose objects are in general similar to the objects of the Company.
- (N) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegate for, control, manage, superintend, or afford financial or other assistance to the work of any persons, associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific

or industrial research of whatever nature which may be of relevance to the Water Industry.

- (O) To carry out and support any research or other scientific or technological work, and to do all things whether affecting the whole of the Water Industry or part thereof and in the case of work not affecting the whole of the Water Industry to make such arrangements as to special payment by any such part including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such part as may be expedient.
- (P) To transfer all or any part of the property, assets or liabilities of the Company to any association, society or corporation with which the Company is authorised to amalgamate.
- (Q) To distribute among the Members of the Company any assets of the Company of whatever nature.
- (R) To employ the funds of the Company for the purposes of the objects of the Company and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith.
- (S) To provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business relevant to the objects of the Company.
- (T) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

- (U) To establish, equip and maintain laboratories, workshops or factories and conduct experiments and to provide funds for such work as may be appropriate for promoting the objects of the Company; and to encourage and improve the education of persons who are engaged or are likely to be engaged in the Water Industry.
- (V) To review and co-ordinate, give approval for and consultancy advice on research and other scientific work on behalf of the Water Industry.
- (W) To grant pensions or gratuities to or in relation to any employee, or former employee, widows and dependants thereof, of the Company, and for this purpose to contribute to, participate in, establish and administer pension schemes or pension funds, whether contributory or non-contributory.
- (X) To represent the views of the Water Industry in respect of the above to any interested party.
- (Y) To carry on any other business, trade or activity which can, in the opinion of the directors of the Company, be conveniently or advantageously carried on by the Company in connection or in conjunction with, or as ancillary to, any business, trade or activity which the Company is for the time being authorised to carry on or which is, in the opinion of the directors of the Company, calculated directly or indirectly to enhance the value of, or render profitable, any property, assets or rights of the Company or otherwise to advance the interests of the Company.

In this Memorandum "the Water Industry" means the water industry in the United Kingdom.

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 assets of the Company if it should be wound up while a member or within one year after ceasing to be a member, for

payment of the Company's debts and liabilities contracted before ceasing 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.

6. The Board shall have power in the name and on behalf of the Company to present a petition to the Court for the Company to be wound up. If the Company shall be wound up (whether the liquidation is voluntary or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authorisation shall think fit, and the liquidation of the Company may be closed and the Company dissolved but so that no contributory shall be compelled to accept any property in respect of which there is a liability. The Liquidator may, with the like authority give or transfer the whole or any part of the assets to some other institution or institutions having objects similar to the objects of the Company and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

We, the subscribers of this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

---

NAME AND ADDRESSES OF SUBSCRIBERS

---

Water Services Association of  
England and Wales  
1 Queen Anne's Gate  
LONDON  
SW1H 9BT

Joel M. Langdon

For and on behalf of Water Services  
Association of England and Wales (duly  
authorised thereto)

Witness to the above signature:-

Signature 

Name RICHARD VENTER

Address WATER SERVICES ASSOCIATION

1 QUEEN ANNE'S GATE,

LONDON S.W.1.

Occupation SOLICITOR

(PLEASE COMPLETE IN CAPITALS)

The Water Companies' Association  
1 Queen Anne's Gate  
LONDON  
SW1H 9BT

M.A. Sullivan

For and on behalf of The Water  
Companies' Association (duly authorised  
thereto)

Witness to the above signature:-

Signature

Name

RICHARD VENTURA

Address

WATER SERVICES ASSOCIATION

1 QUEEN ANNE'S GATE

LONDON S.W. 1

Occupation

SOLICITOR

(PLEASE COMPLETE IN CAPITALS)

COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
OF  
UK WATER INDUSTRY RESEARCH LIMITED

---

DEFINITIONS

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, 1985 as amended by the Companies Act, 1989.
"the Board"	The Board of Directors for the time being of the Company.
"the Company"	UK Water Industry Research Limited.
"COSLA"	The Convention of Scottish Local Authorities.

"DoE (NI)"	The Department of the Environment for Northern Ireland - Water Executive.
"in writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
"Member"	A member of the Company as defined in section 22 of the Act including its authorised representative as provided by section 375 of the Act.
"month"	Calendar month.
"the Office"	The registered office of the Company.
"these Articles"	These Articles of Association, and the regulations of the Company from time to time in force.
"the Seal"	The common seal of the Company.
"the United Kingdom"	Great Britain and Northern Ireland.

Words importing the singular number only shall include the plural number and vice versa, and the masculine gender shall include the feminine gender.

The headings appearing in these presents are for information only and are not to be read or construed as forming part of these presents.

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 context, bear the same meaning in these presents.

2. The provisions of section 352 of the Act shall be observed by the Company.



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

4. Subject as hereinafter mentioned it shall rest with the Company to determine the terms and conditions on which Members shall from time to time be admitted.

### MEMBERSHIP

5. Unless otherwise determined by a General Meeting, the membership of the Company shall subject to their applying for membership consist of the following:-

- (a) the Water Services Association of England and Wales;
- (b) the Water Companies' Association;
- (c) the DoE (NI);
- (d) one person nominated by COSLA.

6. COSLA may, by notice in writing to the Company, nominate a person as a Member of the Company and the person so nominated by such organisation shall become or (as the case may be) continue to be a Member of the Company immediately upon receipt by the Company of such notice.

7. COSLA may, by notice in writing to the Company, cancel the nomination of any person so nominated and nominate some other person in his place, or nominate a new nominee in place of any nominee who dies or resigns his membership, and immediately upon receipt by the Company of such notice the person whose nomination has been cancelled or who shall have died or resigned as aforesaid shall cease to be a Member of the Company and the person nominated in his place shall (as from receipt by the Company of his nomination) become a Member of the Company.

8. No act or resolution of the Company shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Company.

## **GENERAL MEETINGS**

9. 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 Board, 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.
10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of any Member.
12. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, 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 the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles 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 such meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
13. 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**

14. 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 Board and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as therein otherwise provided two Members present personally or by proxy shall be a quorum.

16. 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 a Member, 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 Board may determine.

17. A corporation being a Member of the Company may or may by any officer so authorised nominate a person to act as its representative in the manner provided in section 375 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Company and if so qualified vote thereat, and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.

18. The Chairman of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to

take the chair, they shall choose some Member of the Company who shall be present to preside.

19. The Chairman 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.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairman of the meeting that a resolution has been carried, or lost, 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 in favour of or against that resolution.

21. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form including telex and facsimile transmission and signed by one or more of the Members for the time being entitled to receive notice of General Meetings.

#### VOTES OF MEMBERS

22. At General Meetings of the Company on a show of hands every Member may cast such number of votes as he may be entitled to under Article 23 below.

23. The number of votes to which Members shall be entitled are as follows:

<u>Name of Member</u>	<u>Number of Votes</u>
The Water Services Association of England and Wales	78
The Water Companies' Association	11
The person nominated by COSLA	8
DoE (NI)	3

24. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act or by proxy. A proxy need not be a Member.

25. 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.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a 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 attend and vote, 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.

27. 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.

28. The instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit-

# UK WATER INDUSTRY RESEARCH LIMITED

I/WE

of

a Member of UK Water Industry Research Limited hereby appoint

of

or failing him,

of

to attend or vote for me/us and on my/our behalf at the (Annual or Extraordinary, 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/our hands this                      day of                      19

This form is to be used \*in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

## THE BOARD

29. Unless otherwise determined by a General Meeting, the membership of the Board shall subject to any appointor being a Member of the Company be constituted as follows:-

- (a) five persons appointed by the Water Services Association of England and Wales, of whom one shall be nominated from time to time by such Member as the Chairman for the time being of the Board. The Chairman of the Board shall also be the Chairman of the Company;
- (b) two persons appointed by The Water Companies Association;
- (c) one person appointed by DoE (NI);
- (d) one person appointed by COSLA.

And the members of the Board so appointed shall at the first meeting of the Board following their respective appointments, declare who in each case is their appointor.

30. A Board Member may be removed from time to time by the Member of the Company appointing him, which Member may then appoint another in his place. All appointments and removals shall be made in writing addressed to the Secretary and shall take effect when delivered to the Secretary at the Office.

31. Notwithstanding the generality of the foregoing, the first members of the Board shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

#### **POWERS OF THE BOARD**

32. The business of the Company shall be managed by the Board who may pay all such expenses which are 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 as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of the Act, these Articles and any regulations (not being inconsistent with the Act or these Articles) 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 Board which would have been valid if such regulation had not been made.

33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the quorum prescribed by these Articles, it shall be lawful for them to act as the Board for the purpose of summoning a General Meeting, but not for any other purpose.

34. Nothing in these Articles shall permit any payment by the Company of remuneration to any officer or servant of the Company being a member of the Board, or any committee of the Board, for any services rendered to the Company.

Notwithstanding the generality of the foregoing, any such officer or servant of the Company may be paid all travelling, hotel and other expenses necessarily and properly incurred by them in connection with the discharge of their duties, subject to any regulations made by the Board.

35. Without prejudice to the general powers conferred by these Articles, the Board may delegate any of their powers to any committee consisting of such person or persons as may be considered necessary and may make and impose upon such committee such rules and regulations and vary the same from time to time as they shall think fit. All acts and proceedings of any such committee shall be reported to the Board as soon as possible.

36. The Board may on behalf of the Company enter into consultancy and management agreements or arrangements with any persons, associations, institutions or other bodies corporate or unincorporate for the purpose of facilitating and carrying out the Company's purposes.

37. Unless otherwise determined by a General Meeting, the Board may not on behalf of the Company borrow money, or mortgage or charge its undertaking or property or any part thereof, or issue debentures or any other security.

38. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such a manner as the Board may from time to time by resolution determine.

#### **PROCEEDINGS OF THE BOARD**

39. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum for the transaction of business shall be five. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a casting vote. A member of the Board who is in communication by telephone or other telecommunication



link for the purposes of a meeting of the Board pursuant to Article 45 below, shall be counted as part of the quorum for such meeting.

40. Two members of the Board may, and on the request of two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. At least seven days' notice of a Board Meeting shall, except in emergencies, be given. Notice of any meeting of the Board or a committee of the Board may be given by telephone facsimile transmission or by telex. A member of the Board or committee who is absent from the United Kingdom shall not be entitled to a notice of a meeting unless such Board Member or member has provided the Company with an address telephone number or telex number to which notice is to be given. A Board Member or member may waive notice of any meeting other than one to be held by telephone or similar communicating equipment and any such waiver may be retroactive.

41. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present. If at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

42. All acts bona fide done by any meeting of the Board or committee thereof or by any person acting as a member of the Board or such committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or 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 to be a member of the Board or such committee.

43. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of any committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting 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.

44. A resolution in writing signed by all the members for the time being of the Board or of a committee who are entitled to receive notice of a meeting of the Board or such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and constituted. Any such resolution may consist of several documents in the like form including telex and facsimile transmission and signed by one or more of the Board or committee for the time being entitled to receive notice of a meeting of the Board or committee.

45. A member of the Board or committee shall be treated as present at a meeting of the Board or committee notwithstanding that he is not physically present if he is in communication with the meeting by telephone or other telecommunication link. A meeting of the Board or committee may be held from time to time in any part of the world and, for the purposes of these Articles, meetings of the Board or committee shall include meetings held by telephone or any other form of telecommunications link provided that:-

- (a) all members of the Board or committee have received notice of the meeting and the means of communication to be employed therefor; and
- (b) the telephone or telecommunications link is so arranged that it is possible for each member of the Board or committee to hear and be heard by each other person participating in the meeting

and the terms "meetings" and "meet" shall be construed accordingly.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

46. The office of a member of the Board shall be vacated-

- (a) If he becomes bankrupt or makes any arrangements or composition with his creditors generally.

- (b) If he becomes of unsound mind.
- (c) If by notice in writing to the Company he resigns his office.
- (d) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by the law from being a director of a company.
- (e) If his appointor ceases to be a Member of the Company.
- (f) If he ceases to be nominated by a Member.

47. Subject to the provisions of the Act and provided that he has disclosed to the Board the nature and extent of any interest of his, a member of the Board notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a member of the Board or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

48. For the purposes of Article 47 above:

- (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the Notice in any transaction or arrangement in which a specified person or class of persons is interested

shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **ALTERNATE MEMBERS OF THE BOARD**

49. Any Member may appoint and remove any person as alternate member of the Board to the members of the Board which that Member appointed under Article 29 above.

50. An alternate member of the Board shall in the absence of the principal member of the Board be entitled to attend and vote at all meetings of the Board and at all meetings of committees of the Board of which his principal is a member. Such alternate member of the Board shall perform all the functions of his principal in his absence but shall not be entitled to receive any remuneration from the Company for his services.

51. An alternate director shall cease to be an alternate director if his principal director ceases to be a director.

52. Any appointment or removal of an alternate member of the Board shall be by notice to the Company signed by or on behalf of the Member making or revoking the appointment and shall take effect when delivered to the Secretary at the Office.

53. Save as otherwise provided in these Articles, an alternate director shall not be deemed to be a member of the Board and shall be deemed to be the agent of his principal member of the Board but shall be responsible for his own acts and defaults.

#### **SECRETARY**

54. Subject to the provisions of the Act the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Board 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

55. (A) No instrument shall be executed by the Company under Seal otherwise than by the authority of the Board. The members of the Board may determine who may execute any instrument, or execute or sign any agreement; but, except as otherwise determined, execution shall be by any two members of the Board or by any member of the Board and the Secretary.

(B) Any instrument signed by a member of the Board and by the Secretary or by any two members of the Board and expressed (in whatever form of words) to be executed by the Company shall have the same effect as if executed under the Seal.

#### ACCOUNTS

56. The Company shall cause proper books of account to be kept in accordance with the Act. 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.

57. The books of account shall be kept at the Office, or subject to sub-section (2) of section 221 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board and the Members of the Company.

58. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the last preceding financial year together with a proper balance sheet made up as at the last day of such financial year.

Every such balance sheet shall be accompanied by proper reports of the Board 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, 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. Provided that if copies of the documents aforementioned are sent less than twenty-one clear days before the date of the meeting they shall, notwithstanding that fact, be deemed to have been duly sent if so agreed by all the members entitled to attend and vote at the meeting. The Auditors' report shall be open to inspection and be read before the meeting.

### AUDIT

59. 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.

60. Auditors shall be appointed and their duties regulated in accordance with sections 236 and 237 of the Act.

61. A balance sheet shall be signed on behalf of the Board by two members of the Board of the Company and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Company in General Meeting, and shall be open to inspection by any member.

### NOTICES

62. A notice may be served by the Company upon any Member, and by any Member, members of the Board or any committee upon the Company either personally, by telex or by facsimile transmission, or by sending it through the post in a prepaid letter,

addressed to such Member or to the Company (as the case may be) at his/her registered address as appearing in the register of Members, or at the Office.

63. 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 notice may be served upon him/her, shall be entitled to have notices served upon him/her 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.

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

### INDEMNITY

65. (A) Every member of the Board, committee of the Board, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay, all costs, losses and expenses, including travelling expenses which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him/her as such officer or servant or in any way in the discharge of his/her duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(B) The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

### DISSOLUTION

66. The provisions of Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have the same validity as if they were repeated in these presents.



---

NAME AND ADDRESSES OF SUBSCRIBERS

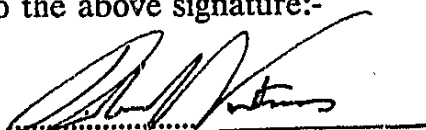
---

Water Services Association of  
England and Wales  
1 Queen Anne's Gate  
LONDON  
SW1H 9BT

Tenat A. Longdon

For and on behalf of Water Services  
Association of England and Wales (duly  
authorised thereto)

Witness to the above signature:-

Signature 

Name RICHARD VENTERS

Address WATER SERVICES ASSOCIATION,


1 QUEEN ANNE'S GATE,

LONDON S.W.1.

Occupation SOLICITOR

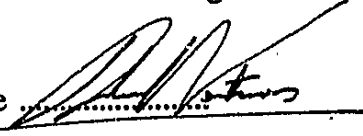
(PLEASE COMPLETE IN CAPITALS)

The Water Companies' Association  
1 Queen Anne's Gate  
LONDON  
SW1H 9BT

  
.....

For and on behalf of The Water  
Companies' Association (duly authorised  
thereto)

Witness to the above signature:-

Signature   
.....

Name RICHARD VENTEN  
.....

Address WATER SERVICES ASSOCIATION  
.....

1 QUEEN ANNE'S GATE  
.....

LONDON SW1  
.....

Occupation SOLICITOR  
.....  
(PLEASE COMPLETE IN CAPITALS)

Ref: M:\52\460\MEMART3.WPD

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 2862807

The Registrar of Companies for England and Wales hereby certifies that  
UK WATER INDUSTRY RESEARCH LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, London, the 12th October 1993

A handwritten signature in cursive script, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E