

**UK WATER INDUSTRY RESEARCH LIMITED**  
(Company limited by guarantee and not having a share capital)

**Company Registered in England Number 2862807**

**WRITTEN RESOLUTION**

Pursuant to Section 381A of the Companies Act 1985 and under Regulation 21 of the Company's Articles of Association, the following Resolution is hereby passed as a Special Resolution:

**SPECIAL RESOLUTION**

"THAT the Company's Articles of Association be and are hereby amended as follows:-

- (1) In Regulation 1:
  - (a) the words "'COSLA" - The Convention of Scottish Local Authorities" are deleted, and there are substituted for them "the Scottish Water Authorities - the East of Scotland Water Authority, the West of Scotland Water Authority and the North of Scotland Water Authority".
  - (b) the words "'DoE(NI)" - The Department of the Environment for Northern Ireland - Water Executive" are deleted, and there are substituted for them "DoE(NI)" - The Department of the Environment for Northern Ireland - Water Service".
- (2) In para (d) of Regulation 5, the word "COSLA" is deleted and there is substituted for it "the Scottish Water Authorities".
- (3) The whole of Regulation 6 is deleted and there is substituted for it: "The Scottish Water Authorities may, by notice in writing to the Company, nominate one person as a Member of the Company, and the person so nominated 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".
- (4) The whole of Regulation 7 is deleted and there is substituted for it: "The Scottish Water Authorities may, by notice in writing to the Company, jointly cancel the nomination of any person so nominated and jointly nominate some other person in his place, or jointly 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".



- (5) In Regulation 23, the word "COSLA" is deleted and there is substituted for it "the Scottish Water Authorities".
- (6) In para (d) of Regulation 29, the word "COSLA" is deleted and there is substituted for it "the Scottish Water Authorities".
- (7) In Regulation 61, the words "two members" are deleted and there are substituted for them "one member"

Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the resolution been put to such a meeting:

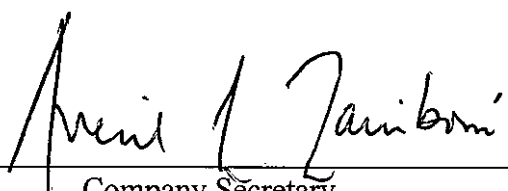
Stuart Derwent (signed) 30 August 1996  
for and on behalf of The Water Services Association of England and Wales

Valerie A Homer (signed) 10 September 1996  
for and on behalf of The Water Companies Association

G K Sutton (signed) 2 September 1996  
for and on behalf of The Department of the Environment (NI) Water Service

Douglas Sinclair (signed) 2 September 1996  
for and on behalf of The Convention of Scottish Local Authorities

Certified a true copy of the Special Resolution passed on 10 September 1996

  
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Company Secretary