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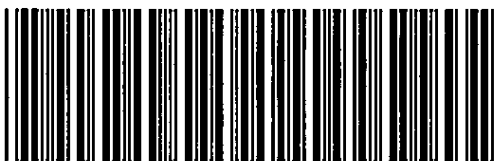
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 6429580

The Registrar of Companies for England and Wales hereby certifies that  
**ENERGY FOR TOMORROW**

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 16th November 2007



\*N06429580L\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Name in full

6429580

ENERGY FOR TOMORROW

I, CENTRICA SECRETARIES LIMITED


of MILLSTREAM, MAIDENHEAD ROAD, WINDSOR SL4 5GD

† Please 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 in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835

Declarant's signature



FOR AND ON BEHALF OF CENTRICA SECRETARIES LIMITED

Declared at MILLSTREAM, MAIDENHEAD ROAD, WINDSOR SL4 5GD

Day Month Year  
on 15 11 2007

● Please print name

● before me SARAH TOWNSON

Signed



Date 15/11/07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

SECRETARIAT DEPARTMENT, MILLSTREAM, MAIDENHEAD ROAD,

WINDSOR, BERKSHIRE SL4 5GD

Tel

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

FRIDAY



LD1

\*LWA1HUPS\*  
16/11/2007  
COMPANIES HOUSE

149

Please complete in typescript,  
or in bold black capitals.

CHFP010

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

6429580

ENERGY FOR TOMORROW

I, CENTRICA SECRETARIES LIMITED

of MILLSTREAM, MAIDENHEAD ROAD, WINDSOR SL4 5GD

† Please delete as appropriate

a † ~~Soleitor engaged in the formation of the company~~ person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985] do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985

And I make this solemn Declaration conscientiously believing the same to be  
true and by virtue of the Statutory Declarations Act 1835

Declarant's signature



FOR AND ON BEHALF OF CENTRICA SECRETARIES LIMITED

Declared at

MILLSTREAM, MAIDENHEAD ROAD, WINDSOR SL4 5GD

Day Month Year

on

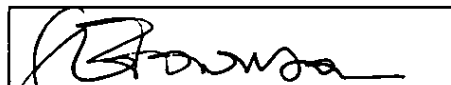
1 5 1 1 2 0 0 7

● Please print name

before me ●

SARAH TOWNSON

Signed



Date

15/11/07

A Commissioner for Oaths or Notary Public or Justice of the Peace or  
Solicitor

Please give the name, address, telephone  
number and, if available, a DX number and  
Exchange of the person Companies House  
should contact if there is any query

SECRETARIAT DEPARTMENT, MILLSTREAM, MAIDENHEAD ROAD,

WINDSOR, BERKSHIRE SL4 5GD

Tel

DX number

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FRIDAY



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\*LWA1GUPR\*  
16/11/2007  
COMPANIES HOUSE

150

Please complete in typescript,  
or in bold black capitals

CHFP010

Notes on completion appear on final page

**Company Name in full**

## First directors and secretary and intended situation of registered office

|                     |
|---------------------|
| 6429580             |
| ENERGY FOR TOMORROW |
|                     |

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

|                 |          |         |
|-----------------|----------|---------|
| MILLSTREAM      |          |         |
| MAIDENHEAD ROAD |          |         |
| WINDSOR         |          |         |
| BERKSHIRE       | Postcode | SL4 5GD |

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

|                          |  |
|--------------------------|--|
| <input type="checkbox"/> |  |
|                          |  |
|                          |  |
|                          |  |
|                          |  |
|                          |  |

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

|   |             |
|---|-------------|
| SECRETARIAT DEPARTMENT, MILLSTREAM, MAIDENHEAD ROAD |             |
| WINDSOR, BERKSHIRE SL4 5GD                          |             |
| Tel   |             |
| DX number   | DX exchange |

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 or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
 for companies registered in Scotland DX 235 Edinburgh

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

|  |                 |                              |                  |
|--|-----------------|------------------------------|------------------|
| Company name   |                 | ENERGY FOR TOMORROW          |                  |
| Name   | * Style / Title | * Honours etc                |                  |
| Forename(s)  |                 |                              |                  |
| Surname  |                 | CENTRICA SECRETARIES LIMITED |                  |
| Previous forename(s)   |                 |                              |                  |
| Previous surname(s)  |                 |                              |                  |
| Address  |                 | MILSTREAM                    |                  |
| Usual residential address  |                 | MAIDENHEAD ROAD              |                  |
| For a corporation, give the registered or principal office address |                 | Post town                    | WINDSOR          |
| County / Region  |                 | BERKSHIRE                    | Postcode SL4 5GD |
| Country  |                 | UNITED KINGDOM               |                  |
| I consent to act as secretary of the company named on page 1       |                 |                              |                  |
| Consent signature  |                 | Date 15 / 11 / 07            |                  |

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

Please list directors in alphabetical order

|  |                 |                      |                  |
|--|-----------------|----------------------|------------------|
| Name   | * Style / Title | * Honours etc        |                  |
| Forename(s)  |                 | HOLLAND ELIZABETH    |                  |
| Surname  |                 | TROY                 |                  |
| Previous forename(s)   |                 |                      |                  |
| Previous surname(s)  |                 |                      |                  |
| Address  |                 | 2 FARNELL ROAD       |                  |
| Usual residential address  |                 |                      |                  |
| For a corporation, give the registered or principal office address |                 | Post town            | LONDON           |
| County / Region  |                 |                      | Postcode SW5 9DL |
| Country  |                 | UNITED KINGDOM       |                  |
| Date of Birth  |                 | Nationality AMERICAN |                  |
| Business occupation  |                 | COMPANY DIRECTOR     |                  |
| Other directorships  |                 |                      |                  |
| I consent to act as director of the company named on page 1        |                 |                      |                  |
| Consent signature  |                 | Date 30 / 07 / 2007  |                  |

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

(continued)

Company name ENERGY FOR TOMORROW

Name \* Style / Title

\* Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**For a corporation, give  
the registered or principal  
office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

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

Please list directors in alphabetical order

Name \* Style / Title

\* Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

66 SAINT JOHNS ROAD

**Usual residential address**For a corporation, give  
the registered or principal  
office address

Post town

County / Region

Postcode

Country

ISLEWORTH

MIDDLESEX

TW7 6NW

UNITED KINGDOM

Day Month Year

Date of Birth

2 9 0 8 1 9 6 4

Nationality

IRISH

Business occupation

COMPANY DIRECTOR

Other directorships

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

Consent signature

Date

15/11/07

**Directors** (continued) (see notes 1-5)

|                     |  |   |             |               |                    |
|---------------------|--|---|-------------|---------------|--------------------|
| * Voluntary details | <b>Name</b>  | * Style / Title   |             | * Honours etc |                    |
|                     |  | Forename(s)   |             |               |                    |
|                     |  | Surname   |             |               |                    |
|                     |  | Previous forename(s)  |             |               |                    |
|                     |  | Previous surname(s)   |             |               |                    |
|                     | <b>Address</b>   |   |             |               |                    |
|                     | <b>Usual residential address</b>                                   |   |             |               |                    |
|                     | For a corporation, give the registered or principal office address | Post town   |             |               |                    |
|                     |  | County / Region   |             | Postcode      |                    |
|                     |  | Country   |             |               |                    |
|                     |  | Day   | Month       | Year          |                    |
|                     | <b>Date of Birth</b>   |   |             |               | <b>Nationality</b> |
|                     | <b>Business occupation</b>   |   |             |               |                    |
|                     | <b>Other directorships</b>   |   |             |               |                    |
|                     |  |   |             |               |                    |
|                     |  | I consent to act as director of the company named on page 1 |             |               |                    |
|                     | <b>Consent signature</b>   |   | <b>Date</b> |               |                    |

This section must be signed  
by Either  
an agent on behalf of all  
subscribers

**Signed****Date**

Or the subscribers  
(i.e. those who signed  
as members on the  
memorandum of  
association)

**Signed**

X  15/11/07

**Date**

15/11/07

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**



Please complete in typescript,  
or in bold black capitals

CHFP010

Company Number

Company Name in full

## List of other directorships Schedule to form 10

ENERGY FOR TOMORROW

Name

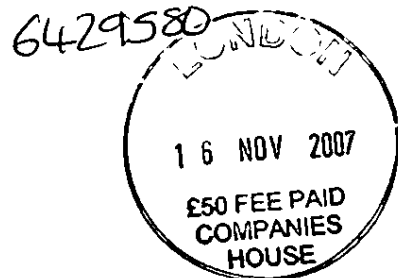
GEAROID LANE

| Company Name                        | Resignation |
|-------------------------------------|-------------|
| BARROW OFFSHORE WIND LIMITED        | 03-07-2007  |
| CENTRICA (BOW) LIMITED              | 04-07-2007  |
| CENTRICA (DSW) LIMITED              | 04-07-2007  |
| CENTRICA (IDW) LIMITED              | 04-07-2007  |
| CENTRICA (LINCS) LIMITED            | 04-07-2007  |
| CENTRICA (LW) LIMITED               | 04-07-2007  |
| CENTRICA (RBW) LIMITED              | 04-07-2007  |
| CENTRICA LANGAGE LIMITED            | 04-07-2007  |
| CENTRICA RENEWABLE ENERGY LIMITED   | 04-07-2007  |
| GLENS OF FOUMLAND WIND FARM LIMITED | 04-07-2007  |
| LONG SAND OFFSHORE WIND LIMITED     | 23-12-2003  |
| THE ENERGY SAVING TRUST LIMITED     | 26-04-2007  |





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**The Companies Act 1985 and 1989**  
**Company Limited by Guarantee and not having a Share Capital**

000013

**Memorandum of Association**  
**of**  
**ENERGY FOR TOMORROW**

- (1) The Company's name is Energy For Tomorrow
- (2) The Company's registered office is to be situated in England and Wales
- (3) The Company's main objects ("the Objects") are to be a not-for-profit entity with expected contributions from three primary sources 1) British Gas "green" product sales, 2) British Gas contribution (primarily made up of employee / engineer time, products and service), and 3) third party contributions from companies with products endorsed under the "Energy for Tomorrow" badge mark These contributions will be channelled into two areas
  - 1 **Schools Programme** – an integrated programme delivering energy efficiency, renewable energy and climate change education to schools  
Schools selected under the programme will (1) have a visit from an expert energy assessor to provide a report on the potential for efficiency improvements and renewable generation at the school, (2) have a renewable energy or energy efficiency investment put in place funded by Energy for Tomorrow and where possible supplemented by grant assistance under the government's Low Carbon Buildings Programme or equivalent – the investment will be intended to reduce carbon emissions and act as a centrepiece for an educational programme, and (3) educational materials on climate change to support the educational programme in order to help children and their families understand climate change and the steps we can take to address it, and
  - 2 **Research** – Funds will be awarded to UK research programmes (e.g. universities and academic research institutes) developing low carbon and renewable energy technologies such as wave and tidal energy

The aim is for the Company to achieve

- *CO2 Emissions Reductions* – Helping UK schools to reduce their CO2 footprint through advice and energy efficient and renewable measures installed in the school
- *Education* - UK Youth / Citizen / Customer Education on climate change related issues and understanding on the steps (Respond, Reduce, Renew) that people can take to reduce their carbon footprint;

use of renewable and energy efficiency products installed in the school as educational tools

- *Innovation* - Progression of technology through research in low carbon or renewable technology
- *Brand Enhancement* – Enhance the British Gas brand preference and increase recognition of British Gas as “energy experts” / “green”, Promote Centrica’s corporate responsibility goals (with NGO recognition of leadership in community investment / education)

- (4) In furtherance of the Objects but not otherwise the Charity may exercise the following powers
- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company,
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
  - (d) subject to clause 5 below to employ such staff, who shall not be directors of the Company, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,
  - (e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
  - (f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
  - (g) to do all such other lawful things as are necessary for the achievement of the Objects,
- (5) The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Company
- (6) The liability of the members is limited
- (7) Every member of the Company undertakes to contribute such amount as may be required (not exceeding £100) to the Company’s assets if it should be wound up while he or she is a member or within one year after he or she

ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she 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

- (8) If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object

We, the person whose name and address is written below, wish to be formed into a company under this memorandum of association

---

Signature, name and address of Subscriber

---

GB Gas Holdings Limited  
Millstream  
Maidenhead Road  
Windsor  
Berkshire  
SL4 5GD



---

Dated 15 November 2007

Witness to the above signature S M Smele

Address Millstream  
Maidenhead Road  
Windsor  
Berkshire  
SL4 5GD

Occupation Company Secretarial Assistant

## **The Companies Act 1985**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association**

**- of -**

## **ENERGY FOR TOMORROW**

### **PRELIMINARY**

- 1 Except as otherwise provided in these articles, the regulations contained in Table C shall apply to the Company. For the purposes of these articles, Table C means Table C in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985

#### **General structure**

- 2 The structure of the Company consists of -
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles and the Companies Acts, in particular, the members take decisions in relation to changes to the articles themselves
  - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company, in particular, the directors are responsible for monitoring the financial position of the company

#### **Qualifications for membership**

- 3 The members of the Company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 4 to 7
- 4 Employees of the company shall not be eligible for membership, a person who becomes an employee of the company after admission to membership shall automatically cease to be a member

#### **Application for membership**

- 5 Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership
- 6 The directors may, at their discretion, refuse to admit any person to membership
-

- 7 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application

### **Membership subscription**

- 8 No membership subscription shall be payable

### **Register of members**

- 9 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member

### **Withdrawal from membership**

- 10 Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect, on receipt of the notice by the Company, he/she shall cease to be a member

### **Expulsion from membership**

- 11 Any person may be expelled from membership by special resolution, providing the following procedures have been observed -
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed

### **Termination/transfer**

- 12 Membership shall cease on death
- 13 A member may not transfer his/her membership to any other person

### **General meetings (meetings of members)**

- 14 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed), the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Company
- 15 Not more than 15 months shall elapse between one annual general meeting and the next
- 16 The directors may convene an extraordinary general meeting at any time
-

- 17 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act)

#### **Notice of general meetings**

- 18 At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 24) or a resolution requiring special notice under the Act, is to be proposed, all other extraordinary general meetings shall be called by at least 14 clear days' notice
- 19 The reference to "clear days" in article 18 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded
- 20 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 23) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution
- 21 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting, any other general meeting shall be called an extraordinary general meeting
- 22 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors

#### **Special resolutions and ordinary resolutions**

- 23 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 to 23, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting
- 24 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution,
- (a) to alter its name
  - (b) to alter its memorandum of association with respect to the Company's objects
  - (c) to alter any provision of these articles or adopt new articles of association
-

- 25 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote). at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 18 to 22

### **Procedure at general meetings**

- 26 No business shall be dealt with at any general meeting unless a quorum is present, the quorum for a general meeting shall be one members, present in person
- 27 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 28 The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting, if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting
- 29 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine
- 30 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally
- 31 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote
- 33 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting), a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 34 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded

### **Maximum number of directors**

- 35 There shall be no maximum number of directors

### **Election, retiral, re-election**

- 36 At each annual general meeting, the members may (subject to article 35) elect any member (providing he/she is willing to act) to be a director
-



- 38 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 35)
- 39 At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election

### **Termination of office**

- 40 A director shall automatically vacate office if -
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - (d) he/she ceases to be a member of the Company
  - (e) he/she becomes an employee of the Company
  - (f) he/she resigns office by notice to the Company
  - (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
  - (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act

### **Register of directors**

- 41 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director

### **Officebearers**

- 42 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate
- 43 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 44 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect
-

## **Powers of directors**

- 45 Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company
- 46 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

## **Personal interests**

- 47 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors, he/she will be debarred (in terms of article 58) from voting on the question of whether or not the company should enter into that arrangement
- 48 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement
- 49 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 48) and may retain any personal benefit which he/she gains from his/her participation in that arrangement
- 50 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director
51. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties

## **Procedure at directors' meetings**

- 52 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 53 Questions arising at a meeting of the directors shall be decided by a majority of votes, if an equality of votes arises, the chairperson of the meeting shall have a casting vote
- 54 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be two
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55. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting
56. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present, if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting
57. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors, for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote
58. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company, he/she must withdraw from the meeting while an item of that nature is being dealt with
59. For the purposes of article 58, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter
60. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote
61. The Company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 58 to 60

#### **Delegation to sub-committees**

62. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate
63. Any delegation of powers under article 62 may be made subject to such conditions as the directors may impose and may be revoked or altered
64. The rules of procedure for any sub-committee shall be as prescribed by the directors

#### **Operation of bank accounts**

65. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company, at least one out of the two signatures must be the signature of a director
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## **Secretary**

- 66 The company secretary shall be appointed by the directors for such term, and upon such conditions, as they may think fit, the company secretary may be removed by them at any time

## **Minutes**

- 67 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees, a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting

## **Accounting records and annual accounts**

- 68 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements
- 69 The directors shall prepare annual accounts, complying with all relevant statutory requirements, if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor
- 70 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company

## **Notices**

- 71 Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication, such a notice may either be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication
- 72 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting, for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted
- 73 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators
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### **Winding-up**

- 74 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association

### **Indemnity**

- 75 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company
- 76 The indemnity contained in article 75 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled

### **Interpretation**

- 77 In these articles
- “the Act” means the Companies Act 1985, any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time,
- "electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000
- 78 Reference in these articles to the singular shall be deemed to include the plural
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We, the person whose name and address is written below, wish to be formed into a company under this memorandum of association

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Signature, name and address of Subscriber

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GB Gas Holdings Limited  
Millstream  
Maidenhead Road  
Windsor  
Berkshire  
SL4 5GD



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Dated 15 November 2007

Witness to the above signature



Address      Millstream  
                 Maidenhead Road  
                 Windsor  
                 Berkshire  
                 SL4 5GD

Occupation    Company Secretarial Assistant

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