

COMPANIES ACT 2006
SPECIAL/WITTEN/ORDINARY RESOLUTION

Company number: 07015240

Company name: THE ANAEROBIC DIGESTION AND BIORESOURCES
ASSOCIATION LIMITED

On the 28 day of MAY 20 13 the following special/written/ordinary resolution
was agreed and passed by the members:

Signed

DocuSigned by:

418110BE5C974B5

10/13/2017

SATURDAY



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14/10/2017
COMPANIES HOUSE

Number of Company, 07015240

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

THE ANAEROBIC DIGESTION AND BIOGAS ASSOCIATION LIMITED
(the "Company")

CIRCULATION DATE: 15 May 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution as a special resolution


ADOPTION OF NEW ARTICLES OF ASSOCIATION

That the articles contained in the Schedule annexed to this written resolution are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Please read the notes at the end of this document before signifying your agreement to this written resolution.

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed by Dorian Harrison Date

Signed by George Hugh Vaughan  Date 28.5.13

Signed by Gary Little Date

Number of Company. 07015240

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Signed by Dorian Harrison Date

Signed by George Hugh Vaughan Date

Signed by Gary Little

 Date 16.5.13

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 By Hand: delivering the signed copy to Charlotte Morton, Canterbury Court, Kennington Park, 1-3 Brixton Road, London SW9 6DE.
 - 1.2 Post: returning the signed copy by post to Charlotte Morton, Canterbury Court, Kennington Park, 1-3 Brixton Road, London SW9 6DE.
 - 1.3 E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to . Please enter "Written resolution dated [*circulation date*]" in the e-mail subject box.
 - 1.4 If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Unless by [*date at end of period of 28 days beginning with the Circulation Date*], sufficient agreement has been received for the resolution to pass, it will lapse.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

ARTICLES OF ASSOCIATION
of
THE ANAEROBIC DIGESTION AND BIOGAS ASSOCIATION
LIMITED

Adopted by Special Resolution passed on • 2013 - 28 May

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

of

THE ANAEROBIC DIGESTION AND BIOGAS ASSOCIATION LIMITED

(Adopted by Special Resolution passed on ● 2013)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In these articles, unless the context requires otherwise:

“articles”	means the company’s articles of association;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“chairman”	has the meaning given in article 17;
“chairman of the meeting”	has the meaning given in article 35;
“Act”	means the Companies Act 2006;
“director”	means a director of the company, and includes any person occupying the position of director, by whatever name called;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Act;
“member”	has the meaning given in section 112 of the Act;
“ordinary resolution”	has the meaning given in section 282 of the Act;
“participate”	in relation to a directors’ meeting, has the meaning given in article 15;

“proxy notice”	has the meaning given in article 41;
“special resolution”	has the meaning given in section 283 of the Act;
“subsidiary”	has the meaning given in section 1159 of the Act; and
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company.
- 1.3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.
- 1.4 A reference in these articles to an **“article”** is a reference to the relevant article of these articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment, and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **“including”**, **“include”**, **“in particular”** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. **LIABILITY OF MEMBERS**

- 2.1 The liability of each member is limited to £5, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
 - 2.1.1 payment of the company’s debts and liabilities contracted before he ceases to be a member;
 - 2.1.2 payment of the costs, charges and expenses of winding up; and
 - 2.1.3 adjustment of the rights of the contributories among themselves.

3. **OBJECTS**

- 3.1 The company's objects are to operate for the benefit of those who pay subscriptions, to what is effectively a trade association. The company shall have power to do all things incidental or conducive to the attainment of the objects of the company from time to time.
- 3.2 The income and capital of the company shall be applied solely towards the promotion of the objects of the company; and no part of the income or capital of the company shall be paid or transferred, directly or indirectly, to the members of the company, whether by way of dividend or bonus or otherwise in the form of profit. This shall not prevent the payment of:
- 3.2.1 reasonable and proper remuneration of any officer, employee or member of the company in return for any professional services provided to the company;
 - 3.2.2 reasonable and proper remuneration for any service rendered to the company by any member, officer or servant of the company who is not a director;
 - 3.2.3 a reasonable rate of interest on money lent to the company commensurate with the published base lending rate of a UK clearing bank;
 - 3.2.4 reasonable rent for property let to the company;
 - 3.2.5 reasonable expenses to any officer, employee or member of the company where approved by the directors.
- 3.3 If on the winding up or dissolution of the company there remains any surplus property after satisfaction of the company's debts and liabilities, the surplus shall not be paid to the members of the company but shall be either given or transferred to some other institution or institutions having objects similar to the objects of the company or if no such payment is possible, any surplus shall be applied to a charitable object. In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution.

4. **EXCLUSION OF PRESCRIBED ARTICLES**

No regulations or articles prescribed by regulations under any statute concerning companies shall form part of these articles of the company and all such regulations and articles are hereby excluded.

5. **NAME OF COMPANY**

For the purposes of section 77 of the Act, the directors may change the name of the company by a decision taken in accordance with article 12.

PART 2**DIRECTORS****DIRECTORS' POWERS AND RESPONSIBILITIES****6. DIRECTORS' GENERAL AUTHORITY**

Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

7. BORROWING POWERS

The directors may exercise all the powers of the company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt liability or obligation of the company or of any third party.

8. EMPLOYEE BENEFITS

8.1 The directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms and conditions) of pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any relevant scheme. Any such pension or benefit may, as the directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

8.2 In this article:

8.2.1 “**employees**” includes any director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities;

8.2.2 “**relevant scheme**” means any scheme or fund for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees of the company (and any other participating undertaking) and their dependents, or any class or classes of such persons; and

- 8.2.3 “**relevant undertaking**” means the parent undertaking of the company or subsidiary undertakings of such parent undertaking or undertakings with which the company is associated in business.

9. **MEMBERS’ RESERVE POWER**

- 9.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 9.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

10. **DIRECTORS MAY DELEGATE**

- 10.1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:
- 10.1.1 to such person or committee;
 - 10.1.2 by such means (including by power of attorney);
 - 10.1.3 to such an extent;
 - 10.1.4 in relation to such matters or territories; and
 - 10.1.5 on such terms and conditions;
- as they think fit.
- 10.2 If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated.
- 10.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

11. **COMMITTEES**

- 11.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these articles which govern the taking of decisions by directors.
- 11.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS**12. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

12.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a written resolution in accordance with article 13.

12.2 If:

12.2.1 the company only has one director in office; and

12.2.2 no provision of these articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of these articles relating to directors' decision-making.

13. WRITTEN RESOLUTIONS

13.1 A decision of the directors may take the form of a resolution in writing to which each eligible director has indicated agreement in writing, whether by signing a copy of the resolution or otherwise.

13.2 References in this article to eligible directors are to directors who would have been entitled to vote on the matter, and whose vote would be counted under these articles had it been proposed as a resolution at a directors' meeting.

13.3 A decision may not be taken in accordance with this article 13 if the eligible directors would not have formed a quorum at such a meeting.

14. CALLING A DIRECTORS' MEETING

14.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

14.2 Notice of any directors' meeting must indicate:

14.2.1 its proposed date and time;

14.2.2 where it is to take place; and

14.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 14.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 14.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

15. **PARTICIPATION IN DIRECTORS' MEETINGS**

- 15.1 Subject to these articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when:
- 15.1.1 the meeting has been called and takes place in accordance with these articles; and
- 15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 15.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. **QUORUM FOR DIRECTORS' MEETINGS**

- 16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 Subject to articles 12.2 and 16.3, the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless so otherwise fixed, it is five (including the chairman of the meeting appointed pursuant to article 17).
- 16.3 For the purposes of any meeting (or part of a meeting) held to consider or decide on any matter in which one or more directors have an interest, if there is only one director in office who would, if present, be counted in the quorum at that meeting (or part of a meeting), the quorum is one.
- 16.4 If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision:
- 16.4.1 to appoint further directors; or

16.4.2 to call a general meeting or approve the circulation of a written resolution so as to enable the members to appoint further directors.

17. **CHAIRING OF DIRECTORS' MEETINGS**

17.1 The directors may appoint a director to chair their meetings.

17.2 The person so appointed for the time being is known as the "**chairman**".

17.3 The directors may terminate the chairman's appointment at any time.

17.4 If there is no chairman, or if the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, or if he is unwilling to chair the meeting, the participating directors must appoint one of themselves to chair it.

18. **CASTING VOTE**

18.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the relevant meeting has a casting vote.

18.2 Article 18.1 does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. **CONFLICTS OF INTEREST**

19.1 Provided that the matter has been authorised by the directors in accordance with section 175 of the Act or by resolution of the members, a director may be in any situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which he would otherwise be under a duty to avoid pursuant to section 175 of the Act ("**authorised conflict situation**"). For this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties.

19.2 A director shall not be accountable to the company for any profit, remuneration or benefit realised by or accruing to him in consequence of any authorised conflict situation, and no transaction or arrangement shall be liable to be avoided, by reason of his office or of the fiduciary relationship thereby established.

19.3 Any authorisation pursuant to article 19.1 shall be for such duration and subject to such terms and conditions as the directors or members (as the case may be) shall determine and may be varied or terminated at any time. In particular, but without limitation, any such authorisation may (but need not) provide that:

- 19.3.1 if the director has obtained any information in relation to the matter which has been authorised, otherwise than as a director of the company, in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to disclose such information to the company or to use or apply such information in performing his duties as a director of the company where to do so would be a breach of that duty of confidentiality; and/or
 - 19.3.2 the director shall not be given any information relating to the matter which has been authorised; and/or
 - 19.3.3 if a proposed decision of the directors is concerned with the matter which has been authorised, the director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 19.4 A director is not to be counted as participating in the decision-making process for quorum or voting purposes:
- 19.4.1 in respect of any decision of the directors to authorise a matter in accordance with section 175 of the Act pursuant to article 19.1; or
 - 19.4.2 in respect of any decision relating to an authorised conflict situation where the terms of the authorisation do not permit this; or
 - 19.4.3 in respect of any decision, other than a decision of the directors to authorise a matter in accordance with section 175 of the Act or which relates to an authorised conflict situation, in which he has an interest unless:
 - (a) his interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (b) he has disclosed the nature and extent of his interest to the other directors (to the extent that they are not already aware of it).
- 19.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 19.6 Subject to article 19.7, if a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of a director to participate in the decision-making process for voting or quorum purposes, the question may be referred to the chairman (or other director chairing the relevant meeting) whose ruling in relation to any director other than himself is to be final and conclusive.

- 19.7 If a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of the chairman (or other director chairing the relevant meeting) to participate in the decision-making process for voting or quorum purposes, the question is to be decided by a decision of the directors excluding the chairman or such other director (as the case may be).

20. **RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the company keeps a record in accordance with section 1135 of the Act, for at least 10 years from the date of the decision recorded, of every decision taken by the directors, whether at a meeting or otherwise.

21. **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. **NUMBER OF DIRECTORS**

- 22.1 The maximum number and minimum number of directors may be determined from time to time by ordinary resolution of the company.

- 22.2 If no such determination has been made, there will be no maximum number of directors and the minimum number will be one.

23. **QUALIFICATION**

Each director shall at all times be a member of the company and in default, his office shall be vacated. Notwithstanding the foregoing, any person appointed may act before becoming a member, but it shall be deemed a condition of his appointment that he shall acquire the said qualification within two months thereafter, and in default his office shall be vacated.

24. **METHODS OF APPOINTING DIRECTORS**

- 24.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

24.1.1 by ordinary resolution; or

- 24.1.2 by a decision of the directors, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 22.1 as the maximum number of directors.
- 24.2 In any case where the company has no directors, then any member may call a general meeting (or instruct the company secretary, if any, to do so) for the purpose of appointing one or more directors.
- 24.3 In any case where, as a result of death or bankruptcy, the company has no members and no directors, the transmittee(s) of the last member to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a person who is willing to act and is permitted by law to do so to be a director.
- 24.4 For the purposes of article 24.3, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

25. RETIREMENT OF DIRECTORS

The directors to retire by rotation at each annual general meeting of the company shall include any non-executive director who wishes to retire and not to offer himself for re-election and any non-executive director who has been or who by the time of the next annual general meeting will have been in office for three years. In so far as the number of non-executive directors retiring as calculated above is less than one third, such further non-executive directors, being those who have been longest in office, shall also retire so that the total number of non-executive directors retiring shall be equal to the number nearest to but not exceeding one third of the non-executive directors. As between two or more non-executive directors who have been in office an equal length of time, the non-executive director to retire shall in default of agreement between them be determined by lot. The length of time a non-executive director has been in office shall be computed from his initial appointment or last election or appointment when he has previously vacated office. A retiring non-executive director shall be eligible for re-election.

26. RE-ELECTION OF RETIRING DIRECTORS

The retirement of a director shall not have effect until the conclusion of the meeting at which he is retiring, except where a resolution is passed to appoint some other person in the place of the retiring director (other than with effect from a time later than the conclusion of the meeting) or a resolution for his reappointment is put to the meeting and lost (in either which

case the retirement shall take effect from the passing of the relevant resolution). Accordingly, a retiring director who is re-appointed will continue in office without a break.

27. **TERMINATION OF DIRECTOR'S APPOINTMENT**

27.1 A person ceases to be a director as soon as:

27.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

27.1.2 a bankruptcy order is made against that person;

27.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

27.1.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

27.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

27.1.6 the director shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during the period and his alternate director (if any) shall not during such period have attended in his stead and the directors resolve that his office be vacated;

27.1.7 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

28. **ALTERNATE DIRECTORS**

28.1 Any director may appoint as an "**alternate**" any person (including another director) to exercise the powers and carry out the responsibilities of that director provided that the director has obtained the prior approval of a majority of the directors to the relevant alternate's appointment and may remove any alternate so appointed.

28.2 Any such appointment or removal shall be effected by notice in writing to the company or delivered at a meeting of the directors and shall be effective forthwith upon the receipt or delivery (as the case may be).

- 28.3 The notice must identify the proposed alternate and, in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director appointing him.
- 28.4 Except as these articles specify otherwise, alternate directors:
- 28.4.1 are deemed for all purposes to be directors;
 - 28.4.2 are liable for their own acts and omissions;
 - 28.4.3 are subject to the same restrictions as the director appointing them; and
 - 28.4.4 are not deemed to be agents of or for the directors appointing them.
- 28.5 Subject to articles 28.6, 28.7 and 28.8, an alternate director has the same rights in relation to any directors' meeting or directors' written resolution as the director appointing him.
- 28.6 An alternate director may indicate agreement to a written resolution in place of the director appointing him, in which case the director appointing him shall be deemed to have indicated agreement to the written resolution.
- 28.7 A person who is an alternate director but not a director may be counted as participating in a directors' meeting for the purposes of determining whether a quorum is participating (but only if the director appointing him is not participating). No alternate may be counted as more than one director for such purpose.
- 28.8 In addition to any vote he may have as a director in his own right, an alternate director has an additional vote on behalf of each director for whom he acts as alternate who is:
- 28.8.1 not participating in a directors' meeting; and
 - 28.8.2 would have been entitled to vote if they were participating in it.
- 28.9 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director, except as provided in this article. The director appointing an alternate may by notice in writing to the company from time to time direct that a part of the remuneration otherwise payable to him shall be paid to his alternate instead.
- 28.10 An alternate director shall cease to be an alternate director if the director appointing him ceases for any reason to be a director.

29. **DIRECTORS' REMUNERATION**

29.1 Directors may undertake any services for the company that the directors decide.

29.2 Directors are entitled to such remuneration as the directors determine:

29.2.1 for their services to the company as directors; and

29.2.2 for any other service which they undertake for the company.

29.3 Subject to these articles, a director's remuneration may:

29.3.1 take any form; and

29.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

29.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

29.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

30. **EXPENSES**

30.1 The company may pay any reasonable expenses which the directors, and the company secretary (if any), properly incur in connection with their attendance at:

30.1.1 meetings of directors or committees of directors;

30.1.2 general meetings; or

30.1.3 separate meetings of the holders of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3**MEMBERS****BECOMING AND CEASING TO BE A MEMBER****31. APPLICATIONS FOR MEMBERSHIP**

31.1 No person shall become a member of the company unless:

31.1.1 that person has completed an application for membership in a form approved by the directors; and

31.1.2 the directors have approved the application.

32. TERMINATION OF MEMBERSHIP

32.1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

32.2 Without limiting article 32.1, the membership of each director who is a member of the company shall automatically terminate on the director ceasing to be a director of the company.

32.3 Membership is not transferable.

32.4 A person's membership terminates when that person dies or ceases to exist.

PART 4**DECISION-MAKING BY MEMBERS****ORGANISATION OF GENERAL MEETINGS****33. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

33.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.2 A person is able to exercise the right to vote at a general meeting when:

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

33.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

33.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

34. **QUORUM FOR GENERAL MEETINGS**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35. **CHAIRING GENERAL MEETINGS**

35.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

35.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within 15 minutes of the time at which a meeting was due to start:

35.2.1 the directors present; or

35.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

35.3 The person chairing a meeting in accordance with this article is referred to as the “**chairman of the meeting**”.

36. **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

36.1 Directors may attend and speak at general meetings, whether or not they are members.

36.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

37. ADJOURNMENT

- 37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. If the persons attending the adjourned meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the adjourned meeting shall be dissolved.
- 37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 37.2.1 the meeting consents to an adjournment; or
 - 37.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4 When adjourning a general meeting, the chairman of the meeting must:
- 37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 37.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
 - 37.5.2 containing the same information which such notice is required to contain.
- 37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS**38. VOTING: GENERAL**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

39. ERRORS AND DISPUTES

39.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

39.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

40. POLL VOTES

40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote; or

40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

40.2 A poll may be demanded by:

40.2.1 the chairman of the meeting;

40.2.2 the directors;

40.2.3 two or more persons having the right to vote on the resolution; or

40.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

40.3 A demand for a poll may be withdrawn if:

40.3.1 the poll has not yet been taken; and

40.3.2 the chairman of the meeting consents to the withdrawal.

40.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

41. **CONTENT OF PROXY NOTICES**

- 41.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 41.1.1 states the name and address of the member appointing the proxy;
 - 41.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 41.1.4 is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.
- 41.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 41.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 41.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 41.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 41.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. **DELIVERY OF PROXY NOTICES**

- 42.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 42.2 A proxy notice shall be invalid unless it is received (together with such evidence as the directors may require in relation to any authority under which it is executed) by the company at least one hour before the commencement of the meeting or adjourned meeting which the proxy is to attend or the time appointed for taking the poll at which the proxy is to vote.
- 42.3 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

42.4 A notice revoking a proxy appointment or the appointment of a duly authorised representative of a corporation only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates or, in the case of a poll, the time appointed for taking the poll.

42.5 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

43. AMENDMENTS TO RESOLUTIONS

43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

43.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

43.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

44. MEANS OF COMMUNICATION TO BE USED

44.1 Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

44.2 This article 44.2 applies to anything sent or supplied by the company to any member or by any member to the company:

44.2.1 where it is sent by post (whether in hard copy or electronic form) and the sender or supplier is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the proposed recipient 24 hours after it was posted to an address in the United Kingdom or five days after posting to an address outside the United Kingdom;

44.2.2 where it is sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, it is deemed to have been received by the proposed recipient at the time it was sent.

44.3 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

44.4 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

45. **COMPANY SEALS**

45.1 Any common seal may only be used by the authority of the directors.

45.2 The directors may decide by what means and in what form any common seal is to be used.

45.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

45.4 For the purposes of this article, an authorised person is:

45.4.1 any director of the company;

45.4.2 the company secretary (if any); or

45.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

46. **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

47. **PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

48. **INDEMNITY**

48.1 Subject to article 48.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer of the company shall be indemnified out of the company's assets against all losses or liabilities which he may sustain or incur:

48.1.1 in or about the execution of the duties of his office or otherwise in relation thereto;

48.1.2 in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

48.1.3 in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act).

48.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

48.3 In this article:

48.3.1 companies are "**associated**" if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

48.3.2 a "**relevant officer**" means any director or secretary or former director or secretary of the company or an associated company.

49. **INSURANCE**

49.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer or employee in respect of any relevant loss.

49.2 In this article:

49.2.1 a “**relevant officer or employee**” means any director, secretary or employee, or former director, secretary or employee, of the company or an associated company;

49.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer or employee in connection with that officer’s or employee’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and

49.2.3 companies are “**associated**” if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Number of Company: 07015240

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

THE ANAEROBIC DIGESTION AND BIOGAS ASSOCIATION LIMITED
(the "Company")

CIRCULATION DATE: 15 May 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution as a special resolution.

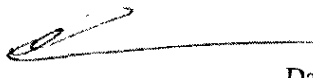
ADOPTION OF NEW ARTICLES OF ASSOCIATION

That the articles contained in the Schedule annexed to this written resolution are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Please read the notes at the end of this document before signifying your agreement to this written resolution.

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution.

Signed by Dorian Harrison

 Date 15/5/2013

Signed by George Hugh Vaughan Date

Signed by Gary Little Date

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 By Hand: delivering the signed copy to Charlotte Morton, Canterbury Court, Kennington Park, 1-3 Brixton Road, London SW9 6DE.
 - 1.2 Post: returning the signed copy by post to Charlotte Morton, Canterbury Court, Kennington Park, 1-3 Brixton Road, London SW9 6DE.
 - 1.3 E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to charlotte.morton@adbiogas.co.uk . Please enter "Written resolution dated [*circulation date*]" in the e-mail subject box.
 - 1.4 If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Unless by [*date at end of period of 28 days beginning with the Circulation Date*], sufficient agreement has been received for the resolution to pass, it will lapse.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

3
SCHEDULE
ARTICLES OF ASSOCIATION
(ATTACHED)