

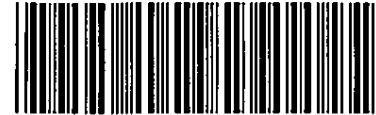
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THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
of  
ALLAN WATER DEVELOPMENTS LIMITED

WEDNESDAY



SCT 22/10/2014 #359  
COMPANIES HOUSE

as adopted by Written Resolution dated  
21 August 2003

and amended by Special Resolution dated **29 SEPTEMBER** 2014

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c) In these Articles, where the context so admits:-

"A Director"	means any person appointed as a director in accordance with the provisions of Article 7 and "A Directors" shall be construed accordingly;
"B Director"	means any person appointed as a director in accordance with the provisions of Article 7 and "B Directors" shall be construed accordingly;
"Director"	means any A Director or B Director and Directors shall be construed accordingly.

ALLOTMENT OF SHARES

2. Subject to the provisions of the Act and any other statute for the time being in force concerning or affecting companies and of any resolution of the Company in general meeting passed pursuant thereto, shares which are comprised in the authorised but unissued share capital of the Company shall be under the

control of the Directors who may allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

### SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly,
4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### GENERAL MEETINGS AND RESOLUTIONS

5.
  - (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.
  - (b) All business shall be deemed special that is transacted at any Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
  - (c) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
6.
  - (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
  - (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and as such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
  - (c) Clause 41 in Table A shall not apply to the Company.

### APPOINTMENT OF DIRECTORS

7. (a) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (b) No person shall be appointed a Director at any General Meeting unless either:-
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at a General Meeting has been given to the Company or the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be either an A Director or a B Director, either to fill a vacancy or as an additional Director.
- (d) The Directors may appoint a person who is willing to act to be a B Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Clause 64 of Table A as the maximum number of Directors.
- (e) The Directors holding office at the time of adoption of these Articles of Association shall be designated A Directors.

### BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### ALTERNATIVE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### DISQUALIFICATION OF DIRECTORS

- 10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSION

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(q) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) The quorum for the transaction of the business of the directors shall be all of the A Directors. A person who holds office only as an alternate director shall if his appointer is not present, be counted in the quorum.
- (c) The A Directors may appoint one of the A Directors to be the chairman of the board of directors and the A Directors may at any time remove him from that office. Unless he is not willing to do so, the director so appointed shall preside at every meeting of directors at which he is present. If there is no director holding that office, or if the director holding it is unwilling to preside, the A Directors may appoint one of the other A Directors to be chairman of the meeting.
- (d) Save in respect of any matter which the chairman of a meeting determines relates to health and safety, at any meeting of directors or committee of directors at which there are fewer A Directors than B Directors or an equal number of A Directors and B Directors, the number of votes available to be cast by the A Directors shall exceed the number of votes available to be cast by the B Directors and the A Directors shall be given such additional number of votes as is sufficient to ensure that

(i) the number of votes available to be cast by the A Directors exceeds the numbers of votes available to be cast by the B Directors, and (ii) any additional votes given to the A Directors under this Article 12(d) shall be allocated such that each A Director has an equal number of votes.

- (e) Clauses 72, 89, 91 and 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- (b) Clause 118 in Table A shall not apply to the Company.

#### TRANSFERS OF SHARES

14. No shareholder shall transfer any share except with the prior written consent of the shareholders representing 70% of the issued share capital of the Company for the time being.