

THE COMPANIES ACT 1948 TO 1980

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

MEMORANDUM OF ASSOCIATION

OF

FRIENDS OF THE EARTH TRUST LIMITED

As amended by special resolution passed on 26th October 2004.

1. The name of the Company is FRIENDS OF THE EARTH TRUST LIMITED.*
2. The registered office of the Company will be situated in England.
3. The objects for which the company is established are:
 - (A) The advancement of education for the public benefit and, in particular, the advancement of education in ecology, natural history, resource conservation, sustainable development and environment studies;
 - (B) The conservation, protection and sustainable use for the public benefit of the earth's natural environment, including bio-diversity, atmosphere, water, land and natural resources;
 - (C) The promotion of sustainable development for the benefit of the public by:
 - (i) The preservation, conservation and the protection of the environment and the prudent use of natural resources;
 - (ii) Conducting or commissioning research and publishing the results of such research.

'Sustainable development' means improving the quality of life while living within the carrying capacity of supporting ecosystems and the natural environment.

4. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
 - (A) (i) To publish books, pamphlets and other writings, photographs, films, drawings, sound and video recordings, television and sound broadcasts, and to use all other methods of publishing and disseminating information to the public;
 - (ii) To conduct research, and to assist and encourage lecturers, teachers, writers, students, children and others to conduct such research, and to provide financial and other support to such persons, and to stimulate, help and encourage such persons by providing them with facilities or opportunities for research; to publish and disseminate the results of such research; to promote and organise lectures, courses, conferences, seminars and meetings to establish and maintain scholarships and provide grants, prizes and financial assistance to children, students, writers and others;

- (iii) To establish and maintain libraries of materials and to provide facilities for research and study;
 - (iv) For the public benefit to provide an information service for individuals, schools, universities and all other educational bodies and institutions, whether full or part-time, and including adult education, and to undertake research and publish materials at the request of such individuals, schools, universities and educational bodies and institutions;
 - (v) For the public benefit to undertaken research for, and to prepare evidence to be given at, Public Enquiries, Public Debates, Conferences, Meetings, Royal Commissions, Government Enquiries, and Select Committees of Parliament, and to be a member of, advise and otherwise assist Public Bodies, and organisations established by Act of Parliament or by the Government;
 - (vi) To research, publish, develop and support schemes for the conservation, protection and restoration for the public benefit of the natural resources, natural beauty and animal and plant life of the world, and lands and buildings of historic interest or of ecological or scientific importance;
- (B) To organise, promote and encourage fund raising activities, schemes and systems to support the carrying on of the foregoing objects (or any of them) provided that anything so done in the nature of trade shall not, unless also effectuating the said objects (or any of them), be established or carried on permanently;
 - (C) To raise funds and invite and receive contributions from any person by way of subscriptions, donations or otherwise, PROVIDED THAT no form of permanent trading is undertaken;
 - (D) To take any gift of property, whether subject to any special trust or not, for any one or more of the foregoing objects of the Company or any of them;
 - (E) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests and to sell and dispose of, to lease and accept surrenders of leases of, and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the objects of the Company, and generally to manage invest and expend all monies belonging to the Company;
 - (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary for the purposes of the Company (including investment purposes);
 - (G) To construct, maintain and alter any houses, buildings or works necessary for the purposes of the Company;
 - (H) To provide, endow, furnish and fit out with all necessary furniture and other

equipment, and maintain and manage buildings and other premises;

- (I) Subject to such consents as may be required by law, to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the real and personal estate of the Company;
- (J) To receive money on deposit upon such terms as the Company may approve;
- (K) To borrow and raise money in such manner as the Company may think fit, whether of not by issue of debentures or debenture stock, and whether charged upon the whole or any part of the undertaking, property or assets of the Company (present and future), and to redeem purchase or pay off any such securities;
- (L) To invest and deal with the moneys of the Company in such manner as may from time to time be determined
- (M) To invest the monies of the Company not immediately required for its purposes in such investments, securities or property as may be thought fit, whether income yielding or not, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (N) To employ officers and servants;
- (O) To provide pensions or a superannuation fund for the officers and servants of the Company, not being Directors of the Company, their widows and children;
- (P) To subscribe to or in any way assist any other charities and to grant donations, materials or aid for any charitable purpose;
- (Q) To establish and support and to aid in the establishment and support of any other charitable company, institution, society or association formed with objects similar to all or any of the objects of this Company and insofar as consistent with the charitable nature of this Company;
- (R) To amalgamate, merge or join with any charity having charitable objects wholly or in part similar to those of the Company;
- (S) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the charities with which this Company is authorised to amalgamate merge or join;
- (T) To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the charities with which this Company is authorised to amalgamate merge or join;
- (U) To promote any charitable company for the purpose of acquiring all or any of the property and liabilities of the Company, or for any other purpose necessary for the attainment of the objects of the Company;

- (V) To enter into contracts, agreements and arrangements with any other company;
- (W) To make such reasonable charges as the Company shall consider fit for or to provide free of charge any of the services provided by the Company;
- (X) To publicise the objects of the Company and to mobilise public interest and support for the objects of the Company;
- (Y) To enter into any arrangements with any Government of authorities, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, privileges, and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (Z) To pay out of the funds of the Company all expenses which the company may lawfully pay of the formation, registration and advertising of or raising money for the company, and to remunerate any person, firm or company rendering service to the Company;
- (AA) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligations of any other charitable company having objects altogether or in part similar to those of the Company;
- (BB) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, warrants, debentures and other negotiable and transferable instruments;
- (CC) To sell, lease, exchange, let on hire, or dispose of any real or personal property of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any debentures or securities so acquired, and to improve, manage, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company;
- (DD) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others, and to procure the Company to be registered or recognised in any foreign country or place;
- (EE) To do all such other things as shall further the attainment of the above objects, or any of them.

And it is hereby declared the word Acompany@ in this Clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa;

PROVIDED THAT:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) The objects of the company shall not extend to the regulation of relations between

workers and employers or organisations of workers and organisations of employers; and

- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the governing body of the Company shall be chargeable for any such property that may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such governing body would have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the members of such governing body, but they shall as regards any such property as last aforesaid be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no director of the Company 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. Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a director of the Company) for any services rendered to the Company;
- (b) of interest on money lent by any member of or director of the Company at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of or director of the Company;
- (d) of fees, remuneration or other benefit in money or money=s worth to a company of which a director or member may be a member holding not more than 5/100 part of the share capital of that Company;
- (e) to any director for out-of-pocket expenses;
- (f) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of the trustees benefit under this provision and that the trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.

6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum of Association for the time being in force, unless the same shall have been

previously submitted to and approved by the Charity Commissioners for England and Wales except that the Company may change its name without such submission and approval.

7. The liability of the members is limited.
8. Every member of the Company 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 payment of the debts and liabilities of the Company contracted before he 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, such amount as may be required not exceeding 10 pounds.
9. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before, the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

- * The name of the Company was changed from ENVIRONMENTAL RESEARCH AND INFORMATION LIMITED on 23rd February 1981.