

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

FRIENDS OF THE EARTH TRUST LIMITED
(as adopted by Special Resolution dated December 27 1990)

PRELIMINARY

1. (a) In these Articles "Table C" means Table C in the Schedule to the Companies (Table A-F) Regulations 1985.

(b) The regulations contained in the Articles of Association set out in Table C shall apply to the Company save in so far as they are excluded or modified hereby. Such regulations in Table A as are incorporated in the Articles by Table C and numbered 40, 42, 43, 50, 64, 73-75, 78-81, 83-89, 91, 94-98, 100, 101, 111-113, and 115 and regulation 3, 4 and 5(b) of Table C shall not apply, but, subject as aforesaid, and in addition to the remaining regulations in Table C, the following shall be the Articles of Association of the Company.

2. In these Articles, if not inconsistent with the subject or context, the following expressions shall bear the meanings set out opposite to them:-

"the Act" the Companies Act 1985 including any
 statutory modification or re-
 enactment thereof for the time being
 in force;

"Articles" the articles of association of the
 Company;

"Board"	the board of directors of the Company for the time being;
"the Company"	Friends of the Earth Trust Limited;
"Independent Members"	persons entitled to membership as Independent Members in accordance with the provisions of these Articles;
"Members"	Independent Members and Regional Representatives;
"Memorandum"	the memorandum of association of the Company for the time being;
"Regional Representatives"	persons admitted to membership as Regional Representatives in accordance with the provisions of these articles;

Words importing the singular include the plural and vice versa.

Words importing the masculine gender include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Act, if not inconsistent with the subject or context, shall bear the same meanings in these Articles.

3. The Company is a private company.
4. The members of the Company shall comprise up to 5 individuals of high standing and repute nominated by the Board to be known as "Independent Members" and such number of individuals as is equal to the number of the electoral colleges of the local groups representing the Company, each such electoral college to nominate one such individual; such individuals shall be known as "Regional Representatives".
5. The subscribers to the Memorandum of the Company shall be the first members of the Company.
6. The Company is established for the objects expressed in the Memorandum.
7. Any member shall forthwith cease to be a Member in the event that:-
 - (a) the Member becomes bankrupt or compounds with his creditors generally;
 - (b) the Member becomes of unsound mind;
 - (c) the Member dies;
 - (d) the Member terminates his membership by giving notice in writing to the Company;
 - (e) the Company in general meeting called for that purpose and at which the Member concerned has been given an opportunity

to speak on his own behalf, resolve by ordinary resolution that his membership shall determine; or

- (f) in the case of a Regional Representative, his nomination by the electoral college of his local group is revoked and written notice of such revocation is delivered to the Company.
- 8. In the event that the membership of a Regional Representative is determined in accordance with Article 7 above the electoral college of the local group which nominated such Regional Representative shall nominate another Regional Representative by notice in writing to the Company and upon receipt of the notice by the Company the nominated Regional Representative shall become a Member.
- 9. The Board may appoint another person to be an Independent member in place of an Independent Member whose membership has terminated in accordance with Article 7 above.

GENERAL MEETINGS

- 10. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two Members present in person shall be a quorum except that at any extraordinary general meeting summoned on requisition one-half of the requisitionists shall be a quorum.
- 11. Notice of every general meeting shall be given in any manner authorised to:
 - (a) every Member, except those Members (having no registered address within the United Kingdom) who have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) the Auditors for the time being of the Company.No other person shall be entitled to receive notices of general meetings.
- 12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and reports of the directors and Auditors, the election of directors and Auditors, the election of directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 13. The Company in general meeting may by ordinary resolution appoint a chairman of the general meeting, and that person shall preside as chairman at every general meeting until and unless he resigns or the Company in general meeting by ordinary resolution appoints another person to be chairman of the general meeting who will then hold office in accordance with this Article.
- 14. No Member shall have more than one vote, except that in any case of equality of votes on a poll the chairman shall have

a second or casting vote.

15. The proceedings at any general meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise, or any want of qualification in any of the persons present or voting thereat.
16. Any person as the directors shall determine shall be entitled to be present and speak at any meeting, but shall not have any right to vote.
17. It shall not be necessary to give any notice of an adjourned meeting and resolution 44 of Table A shall be construed accordingly.

DIRECTORS

18. The number of directors shall not be less than three but shall not be subject to any maximum.
19. The names of the first directors, who shall retain office until removed from office in accordance with Article 21 below, shall be determined in writing by the Subscribers of the Memorandum or a majority of them.
20. The Company may from time to time by ordinary resolution increase or reduce the maximum and minimum number of directors.
21. The office of director shall be vacated if the director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) in the opinion of all his co-directors becomes incapable of discharging his duties as a director by reason of mental or physical disorder;
 - (c) becomes prohibited from being a Director by reason of any order of the Act or any order made by a court of competent jurisdiction;
 - (d) resigns his office by notice in writing to the Company;
 - (e) is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
22. At each Annual General Meeting one-half of the directors for the time being (or if their number is not a multiple of two the number nearest to but no greater than one-half) shall retire from office. Provided that no director holding office as Managing or Joint Managing Director or holding for a fixed term any other executive office subject to termination if he ceases from any cause to be a director shall be subject to retirement by rotation or be taken into account in determining the number of directors to retire. A director retiring at a meeting shall retain office until the close or adjournment of the meeting.
23. The directors to retire at any Annual General Meeting pursuant to Article 22 above shall include (so far as necessary to obtain the number required) any director who wishes to retire and not offer himself for re-election. Any further directors so

to retire shall be those of the other directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director shall be eligible for re-election.

24. The Company at the meeting at which a director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing thereto the retiring director or some other person eligible for appointment. In default the retiring director shall not be deemed to have been re-elected.
25. Any vacancy among the directors may be filled up by the directors by co-option. Any director so appointed shall hold office only until the next following Annual General Meeting when he will retire and shall then be eligible for re-appointment but shall not be taken into account in determining the directors who are to retire by rotation at the meeting.
26. The Company may by ordinary resolution appoint another person to be a director in place of a director removed from office in accordance with Article 21 above. Without prejudice to the power of the directors under Article 25 the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. Any person so appointed shall be subject to retirement at the next Annual General Meeting and shall then be eligible for re-appointment but shall not be taken into account in determining the directors who are to retire by rotation at the meeting.
27. The directors may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the directors shall be valid and effectual notwithstanding that it may be afterwards discovered that any director has been informally elected or is not properly qualified.
28. If at any extraordinary general meeting summoned on requisition, a resolution disapproving of any act on the part of the directors shall be passed by a majority of the members present and voting on the question, the directors shall immediately cease to hold office, and new directors shall be elected in their place at the same meeting, but the old directors, or any of them, shall be eligible for re-election.

POWERS AND PROCEEDINGS OF THE DIRECTORS

29. The Company and its property and affairs shall be under the control and management of the directors.
30. In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other Article, the directors shall have the following powers, namely:-
 - (a) To expend the funds of the Company in such a manner as they shall consider most beneficial for the objects of the Company,

and to invest in the name of the Company or in the names of trustees such part thereof as they may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the objects of the Company;

- (b) To acquire in the name of the Company or in the names of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings or premises for the use of the Company;
 - (c) To enter into contracts on behalf of the Company;
 - (d) To borrow money upon the security of any of the property of the Company and to grant or direct to be granted mortgages for securing the same;
 - (e) To appoint an individual to be known as the "Executive Director" who shall not be a member of the Board to whom they may delegate responsibility for the day to day management and administration of the Company;
 - (f) To delegate all or any of their powers to any Committee of the directors, provided that all acts and proceedings of any Committee shall be reported back as soon as possible to the directors and without prejudice to the generality of the foregoing to delegate all or any or their powers to a committee of the directors to be known as the "Application of Funds Committee" which will consider the exercise of the discretion of the Company to apply its funds in furtherance of its charitable objects and shall authorise the application of funds based on recommendations made by the Executive Director. The Application of Funds Committee will report to the Board quarterly or at such other intervals as the Board may determine;
 - (g) To make, and from time to time to repeal or alter, regulations as to the management of the Company and the affairs thereof, and as to the duties of any officers or servants of the Company, and as to the conduct of business by the directors or any sub-committee, and as to any of the matters or things within the powers or under the control of the directors provided that the same shall not be inconsistent with the Memorandum or Articles;
 - (h) Generally to do all things necessary or expedient for the due conduct of the affairs of the Company not herein otherwise provided for.
31. The directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they may think fit, and the quorum necessary for the transaction of the business of the directors may be fixed by the directors from time to time, and unless so fixed shall be three. Any two directors may at any time, and the Secretary shall upon the request in writing of such two directors, summon a meeting of the directors. Notice of every meeting of the directors stating the general particulars of all business to be considered at such meeting shall be sent by post to each director at least three days before such meeting unless urgent circumstances require shorter notice; but the proceedings of any meeting

shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars.

32. All questions shall be decided by the votes of the majority of the directors present and voting thereon at a meeting of the directors.
33. The directors shall cause minute books to be kept of the proceedings at general meetings of the Company and at meetings of the directors, and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the chairman or by a director present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.
34. The directors shall elect a chairman of their meetings and determine the period for which he is to hold office. In his absence from any meeting of the directors a chairman shall be elected by the meeting. In case of equality of votes the chairman shall have a second or casting vote.
35. Bankers shall be appointed and may be changed by the directors, and cheques shall be signed in such manner as the Directors shall from time to time determine.
36. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a director and as, or in place of, the Secretary.

SEAL

37. The directors shall provide a common seal for the purposes of the Company which shall be kept under such custody and control as the directors shall from time to time determine. The seal of the Company shall not be affixed to any instrument except pursuant to a resolution of the directors and in the presence of a director who shall sign every instrument to which the seal is affixed in his presence and every such instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for that purpose.

NOTICE

38. A notice may be served upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of forty-eight hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

39. If a Member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the registered office of the Company such notice addressed generally to the Member.
40. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

WINDING UP

41. The provisions of Clauses 8 and 9 of the Memorandum relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

WE, the several persons whose names and addresses are subscribed,
are desirous of being formed into a company in pursuance of this
Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHEAL ANTHONY SMYTH
31 Great Peter Street
London SW1P 3LP

Solicitor

DAVID IAN BRESSLOFF
31 Great Peter Street
London SW1P 3LP

Solicitor

Dated this 27th day of December 1990

WITNESS to the above signature:

BETTY MAY DINE
31 Great Peter Street
London SW1P 3LP

Secretary