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The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to Section 378(2) of the Companies Act 1985

Company Number

1588199

ENGLISH CHINA CLAYS PENSION FUND TRUSTEES LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

1015 Arlington Business Park, Theale, READING, RG7 4SA

on 3 May 1996

the following SPECIAL RESOLUTION was duly passed, viz:-

- "THAT the draft regulations produced to the meeting and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association, effective from 13 February 1996."

Signed



Position Company Secretary

NOTE To be filed within 15 days of the passing of the resolution.



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ARTICLES OF ASSOCIATION OF
ENGLISH CHINA CLAY'S PENSION FUND TRUSTEES LIMITED

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 65, 73 to 80 inclusive, 89, 91, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.


MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A
 - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and
 - (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A
 7. Paragraph (d) of regulation 46 of Table A shall be omitted.
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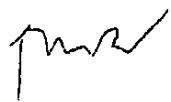
VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

APPOINTMENT OF DIRECTORS

9. English China Clays plc ("ECC") shall be entitled to nominate up to two directors of the company from any person who receives a pension under the scheme in respect of which the company acts as trustee or under any scheme in respect of which English China Clays Executive Pension Fund Trustees Limited acts as trustee ("Pensioner Trustees") and the directors shall appoint such Pensioner Trustees as directors of the company.
10. ECC shall be entitled to nominate up to four directors of the company ("Company Executive Trustees") and the directors shall appoint such Company Executive Trustees as directors of the company.
11. ECC shall also be entitled to nominate any one of its non-executive directors (or such other person as ECC deems appropriate) as chairman of the company and the directors shall appoint such non-executive director or other person (as the case may be) as a director of the company.
12. The active members of the scheme in respect of which the company acts as trustee shall be entitled to nominate up to six directors of the company ("Active Member Trustees") and the directors shall appoint such Active Member Trustees as directors of the company.
13. Subject to the provisions of the articles, each director (other than the chairman) will be appointed to hold office for a period (or successive periods) of three years (or such other period as may be agreed and approved by a resolution of the directors) but shall vacate office upon the resolution of the other directors.
14. Subject to the provisions of the articles, the chairman will be appointed to hold office for a fixed period (such period to be approved by a resolution of the directors) but shall vacate office upon the resolution of the other directors.
15. Without prejudice to Article 81 of Table A, the office of director shall be vacated by a Company Executive Trustee if ECC so requests in writing and by an Active Member Trustee if he ceases to be an active member of the scheme in respect of which the company acts as trustee.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the business of the directors may be fixed by the directors, and unless so fixed shall be one Company Executive Trustee and one Active Member Trustee.
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17. Without prejudice to the first sentence of Article 98 of Table A, a meeting of the board or of a committee of the board may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no group, where the chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.
18. If at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the Company Executive Trustees present may choose one of their number to be chairman of the meeting.
19. Each Company Executive Trustee shall have two votes in respect of each resolution and the Active Member Trustees, Pensioner Trustees and the chairman shall have one vote except in the case of an equality of votes, when the chairman shall have a second or casting vote.
20. The fifth sentence of regulation 88 shall be omitted.

ALTERNATE DIRECTORS

21. Any Company Executive Trustee may appoint any other Company Executive Trustee to be an alternate director and the appointing Company Executive Trustee may revoke such appointment at any time.
22. Any Active Member Trustee may appoint any other Active Member Trustee to be an alternate director and the appointing Active Member Trustee may revoke such appointment at any time.
23. Either Pensioner Trustee may appoint the other Pensioner Trustee to be an alternate director and the appointing Pensioner Trustee may revoke such appointment at any time.
24. The Chairman may appoint any Company Executive Director to be an alternate director and the Chairman may revoke such appointment at any time.

DIRECTORS' EXPENSES

25. The words "of any class of shares" shall be omitted from regulation 83 of Table A.



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PROCEEDINGS OF DIRECTORS

26. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

27. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

NOTICES

28. The second sentence of regulation 112 of Table A shall be omitted.
29. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.
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