

**THE COMPANIES ACT 1985****COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL****MEMORANDUM OF ASSOCIATION**

- of -

**GREENPEACE UK LIMITED**

(formerly Greenpeace UK)

As amended by Special Resolutions passed on 4th November 1991

1. The name of the company (hereinafter referred to as "the company") is "Greenpeace UK Limited".\*
2. The registered office of the company will be situate in England and Wales.
- 3.1 The objects for which the company is established are as follows:-  
  
In the United Kingdom and internationally to promote, encourage, further, establish, procure, and achieve the protection of wildlife and the elimination of threats and damage to the environment or the global environment of the Earth.
- 3.2 And in furtherance of the above objects but not otherwise the company shall have the following powers:-
  - (a) To transfer or dispose of, with or without valuable consideration, any part of the property or funds of the company, including by way of donations, to any person or body, wherever located in the world, and whether charitable or otherwise.
  - (b) To purchase, take on lease or on exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct maintain and alter buildings or erections.
  - (c) To accept and receive gifts grants or donations from any person body or organisation whether located or based in the United Kingdom or elsewhere.

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\* The name of the company was changed from "Greenpeace UK" on 4th November 1991.

- (d) To invest monies of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, with or without security, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (e) Subject to the provisions herein contained, to employ and pay officers and other persons or bodies whose services are required for the carrying out of any of the objects of the company; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and immediate dependants.
- (f) To act as trustee and to undertake or accept or execute any trusts or obligations in accordance with the purposes of the company and which may be lawfully undertaken by the company.
- (g) To invest any monies subject to trusts, in or upon any investments authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to monies subject to such jurisdiction.
- (h) Subject to such consents as may be required by law, to borrow or raise money in such manner and upon such terms as the company shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the company.
- (i) Subject to such consents as may be required by law, to sell, manage, develop, let, mortgage or otherwise deal with or turn to account all or any part of the property, assets, rights and privileges of the company.
- (j) To arrange and provide for or join in arranging and providing for the holding of conferences, training courses, exhibitions, meetings, lectures and classes, and to publish materials of any nature arising out of or in connection therewith.
- (k) To establish and support or aid in the establishment and support of or affiliate to any associations or institutions and to subscribe or guarantee money for the purposes of such associations or institutions.
- (l) To apply for, promote and obtain or join in applying for promoting and obtaining, any Act of Parliament, Provisional Order, Royal Charter or licence of any authority, necessary or desirable for the furtherance or realisation of any of the objects or purposes of the company and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the company.
- (m) To federate or amalgamate with any body having objects similar to those of the company and which by its constitution prohibits the distribution of its

income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of clause 4 hereof and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the company may lawfully acquire or undertake.

- (n) To establish or promote or concur in establishing or promoting any other company the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose, of any shares, stock, debentures or securities of any company and to enforce and exercise all rights and powers conferred by the ownership thereof.
- (o) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through, trustees, agents, subsidiary companies or otherwise and either alone or in conjunction with others.
- (p) To do all such other things as are necessary or incidental to the attainment or furtherance of the said objects or purposes or any of them.

And throughout this clause the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and wherever located and unless inconsistent with the context words importing the plural include the singular 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) In case the company shall take or hold any funds provided by or through the medium of a Crown or Government Body the company shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant, conditions and financial memoranda.
4. The income and property of the company shall be applied solely towards the promotion of its objects as set forth in this 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 member of the company nor council of management shall be appointed to any office of the company paid by salary or fees, or receive any remuneration or other benefit in money or in moneys worth from the company and Provided that nothing herein shall prevent any payment in good faith by the company:-
- (i) of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the company

- (ii) of interest on money lent by any member of the company or council of management at a rate not exceeding 2% less than the base lending rate prescribed for the time being by the bank appropriate to the company or 3% whichever is the greater
  - (iii) of reasonable and proper rent for premises demised or let by any member of the company or council member
  - (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the company or council member may be a member for any services rendered to the company
  - (v) to any member of the company or council member of reasonable out of pocket expenses.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

WE, the several persons whose names and address and descriptions are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1. Ian Flookes  
21 Randolph Avenue  
LONDON W9  
Musicians Manager
- 2. Robin Grove White  
Condermill Cottage  
Quernmore  
LANCASHIRE LA2 9EE  
Academic
- 3. Steven Warshal  
40 Kingswood Avenue  
LONDON NW6  
Conference Organiser

4. Allan Thornton  
23B Highbury Crescent  
LONDON N5  
Environmentalist

5. Cornelia Durrant  
Apartment 5A  
327 East 92nd Street  
New York 10128  
USA  
Environmentalist

DATED

1989.

WITNESS TO THE ABOVE SIGNATURES:

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

GREENPEACE UK LIMITED.

(Formerly Greenpeace UK)

(Adopted by Special Resolution 4<sup>th</sup> November 1991)

PRELIMINARY

1. In these presents if not inconsistent with the subject or context the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:-

WORDS MEANINGS

The Act	The Companies Act 1985
The statutes	The Act, and every statutory modification, amendment or re-enactment thereof for the time being in force
These presents	These articles of association and the regulations of the company from time to time in force
The company	Greenpeace UK Limited.
The office	The registered office of the company
The seal	The common seal of the company
The United Kingdom	Great Britain and Northern Ireland
The Council	The Council of management for the time being of the company
The secretary	The secretary for the time being of the company and any person appointed by the Council from time to time to perform any of the duties of the secretary

Member	Unless otherwise stated and as the context admits or requires a member of the company
The register	The register of members of the company
Month	Calendar month
Year	Calendar year
Body	Any incorporated person or unincorporated association, institution or aggregate of persons, whether in the UK or overseas, whether of a voluntary nature or otherwise, and including any county, local or other public authority
In writing	Written or produced by any substitute for writing, including references to printing, lithography, photography, xerography and other modes of representing or reproducing words and/or figures in a visible form, or partly written or so produced including transmission capable of being generated in hard copy by the recipient and the sender where the fact of transmission to the recipient is recorded at the time in a form capable of being generated in hard copy by the sender

Words importing the single number only shall include the plural number and vice versa.

Words importing the feminine gender only shall include the masculine gender.

Reference herein to any provision of the statutes shall be construed as a reference to such provision as modified by any statute for the time being in force.

Save as aforesaid, any words or expressions defined in the statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members of the company shall be not less than 15.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the company. No person shall be admitted as a member of the Company unless she is

approved by the Council. Every person who wishes to become a member shall deliver to the company an application for membership in such form as may be approved by the Council from time to time containing an undertaking to contribute to the assets of the company in the event of a winding up in accordance with the Memorandum of Association.

4. A member may at any time withdraw from the company by giving at least 7 clear days' notice to the company. Membership shall not be transferable and shall cease on death.
5. The company is established for the purposes expressed in the Memorandum of Association.

#### GENERAL MEETINGS

6. The company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting, and that so long as the company holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
7. General meetings including the annual general meeting shall be held at such time and place as may be determined by the Council. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
8. The Council may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
9. Twenty-one days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the company but with the consent of all the members having the right to



attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 8 persons personally present each being a member shall be a quorum.
13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chair (if any) of the company shall preside as chair at every general meeting, but if there be no such Chair, or if at any meeting she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other member of the Council or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the company who shall be present to preside.
15. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the

adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At any general meeting a resolution put to the vote or the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least two members present in person, or by a member or members present in person and representing one-tenth of the total voting rights of all members having the right to vote at the meeting, and a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. A demand by a person as proxy for a member shall be the same as a demand by the member. The demand for a poll may be withdrawn.
17. Subject to the provisions of article 18 below, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
21. Subject to provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.
23. Members of the company and Council shall be individuals.
24. Save as herein expressly provided no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question at any General Meeting. A member may appoint a proxy provided that the appointee is also a member and that both appointor and appointee fulfil the aforementioned conditions as to entitlement to vote.
25. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

Greenpeace UK Limited

I/We, \_\_\_\_\_, of \_\_\_\_\_, being  
a member/members of the above-named company, hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_, or failing  
her, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, as my/our proxy to vote in my/our  
name(s) and on my/our behalf at the annual/extraordinary  
general meeting of the company to be held \_\_\_\_\_ on

19 \_\_\_\_\_, and at any adjournment thereof.

Signed on \_\_\_\_\_ 19 \_\_\_\_\_.

26. Where it is desired to afford members an opportunity of instructing the proxy how she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

Greenpeace UK Limited

I/We, \_\_\_\_\_, of \_\_\_\_\_, being  
a member/members of the above-named company, hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, or failing her \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, as my/our proxy to vote in my/our  
name(s) and on my/our behalf at the annual/extraordinary  
general meeting of the company, to be held on  
19 \_\_\_\_\_, and at any adjournment thereof. This form is to  
be used in respect of the resolutions mentioned below as  
follows:

Resolution No.1 \*for \*against  
Resolution No.2 \*for \*against  
Strike out whichever is not desired.  
Unless otherwise instructed, the proxy may vote as she  
thinks fit or abstain from voting.  
Signed this                      day of                      19   .

27. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any member of the Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

28. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### THE COUNCIL OF MANAGEMENT

29. The number of the Council members and the names of the first Council members shall be determined in writing by the subscribers of the Memorandum of Association or a

majority of them and shall be not less than 3 nor more than 7. The Chair shall be a member of the Council and shall be included in reckoning the number of its members.

30. The Council may from time to time and at any time appoint a new Council member either to fill a casual vacancy either in the ordinary membership of the Council or in the office of Chair or by way of addition to the Council provided any prescribed maximum be not thereby exceeded. Any member so appointed shall retain her office only until the next annual general meeting, but she shall then subject to articles 46-54 of these presents be eligible for re-election.

#### POWERS OF THE COUNCIL

31. The business of the company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the company as they think fit, and may exercise all such powers of the company, and on behalf of the company all such acts as may be exercised and done by the company and as are not by statute or by these presents required to be exercised or done by the company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the company and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in general meeting, but no regulation made by the company in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
32. The Council may exercise all the powers of the company to borrow from time to time for the purposes of the company such sums as they think fit and may secure the repayment of any such sums by mortgage or charge upon all or any of the property or assets of the company or otherwise as they may think fit.
33. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the company, filling up vacancies in their body, or of summoning a General Meeting, but for no other purpose. If at any time there shall be no member or

members of the Council but there shall be a member or members of the company such member or members of the company or a majority of them may act to fill a vacancy as aforesaid.

PROCEEDINGS OF THE COUNCIL

34. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine (subject as hereinafter provided) the quorum necessary for the transaction of business. Three (or such greater number as the Council shall from time to time determine) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In any case of an equality of votes the Chair shall have a second or casting vote.
35. A member of the Council may, and on the request of a member of the Council the secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. It shall not be necessary to give notice of a meeting to a member of the Council who is absent from the United Kingdom. Not less than 14 days' notice of every such meeting (exclusive of the date of the notice and that of the proposed meeting) shall be given unless the Secretary and Chair designate a shorter period. Any member of the Council may when requesting the Secretary to summon a meeting further request that a period of notice shorter than 14 days be given and the Secretary and Chair shall forthwith consider any such request and following such consideration shall designate such period of notice for the meeting as they consider appropriate.
36. The members of the company shall from time to time elect a Chair, and such Chair shall be a member and entitled to preside at all meetings of the Council at which she shall be present, and subject to Articles 46 to 54 of these presents the members of the Company may determine for what period she is to hold office, but if no such Chair be elected or if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to act as chair of that meeting.
37. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the company, for the time being vested in the Council generally.

38. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. All acts and proceedings of any such committee shall be reported to the Council as soon as possible.
39. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
40. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further of the facts therein stated.
41. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### SECRETARY

42. The secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of sections 283(1)-(3) and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

#### THE SEAL

43. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or one member of the Council and the secretary.
44. The said members or member and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

45. The office of a member of the Council (including that of the Chair) shall be vacated:-
- (a) if a receiving order is made against her or she makes any arrangements or composition with her creditors;
  - (b) if she becomes of unsound mind;
  - (c) if by notice in writing to the company she resigns her office;
  - (d) if she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited by law from being a director of a company; or
  - (e) if she is removed from office by a resolution duly passed pursuant to sections 303 and 304 of the Act.

#### ELECTION OF MEMBERS OF THE COUNCIL

46. At each annual general meeting held after 1 January 1992 every member of the Council for the time being other than the Chair who at the date of such meeting has held office for a period (whether or not continuous) of more than four years since 31 December 1991 without during the last four years of that period being elected or re-elected to office as a member of the Council (other than the Chair) by the members of the company shall retire from office. In reckoning such period for these purposes, service in the office of Chair shall not be counted.



47. A retiring member of the Council shall only be eligible for re-election to such membership (other than as Chair) if her total period of office at the date of retirement as a member of the Council (no account being taken of any period served as Chair but whether or not continuous) since 31 December 1991 does not exceed eight years.
48. At any annual general meeting held after 1 January 1992 at which the Chair for the time being has at the date of such meeting held office as Chair for a period (whether or not continuous) of more than 4 years since 31 December 1991, without during the last four years of that period being elected or re-elected to office as Chair by the members of the company the Chair shall retire from office.
49. A retiring Chair shall only be eligible for re-election as Chair if her total period of office at the date of retirement as Chair (no account being taken of any period served on the Council other than in the office of Chair but whether or not continuous) since 31 December 1991 does not exceed eight years.
50. Nothing in articles 46 to 49 of these presents shall operate so as to render a person ineligible to stand for the office of Chair by reason of ineligibility to stand for membership of the Council other than as Chair, nor so as to render a person ineligible to stand for membership of the Council other than as Chair, by reason of ineligibility to stand for the office of Chair.
51. The members of the company may, at the meeting at which a member of the Council or the Chair retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if eligible and offering herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
52. No person not being a member of the Council or the Chair retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council or the position of Chair at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of this intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served

or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

53. The company may from time to time in general meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase.
54. In addition and without prejudice to the provisions of section 303 of the Act, the company may by extraordinary resolution remove any member of the Council including the Chair before the expiration of her period of office, and may by an ordinary resolution appoint another Council member in her stead; but any person so appointed shall retain her office so long only as the member in whose place she is appointed would have held the same if she had not been removed.

#### ACCOUNTS

55. The Council shall cause proper accounting records to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods by the company; and
  - (c) the assets and liabilities of the company.

Proper accounting records shall not be deemed to be kept if there are not kept such records as are necessary to give a true and fair view of the state of the affairs of the company and to explain its transactions.

56. The accounting records shall be kept at the office, or, subject to sections 221 and 222 of the Act at such other place or places as the Council shall think fit, and shall always be open to the inspection of officers of the company.
57. The Council shall from time to time determine whether and to what extent and to what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being officers of the company, and no member (not being an officer of the company) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Council or by the company in general meeting.

58. At the annual general meeting in every year the Council shall lay before the company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporating of the company) made up to a date not more than seven months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of sections 238 and 239 of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

#### NOTICES

59. A notice may be served by the company or upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at her registered address as appearing in the register of members, or by transmitting the same by means of electronic mail to any location previously notified by the member to the company for that purpose provided that the transmission is capable of being generated in hard copy by both sender and recipient and that service by such transmission shall only be deemed effective if acknowledged by the recipient by similar transmission and only then from the date of receipt of such acknowledgement by the sender unless the acknowledgement confirms an earlier date of receipt of the transmission by the recipient.
60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the company an address within the United Kingdom at which notices may be served upon her, shall be entitled to have notices served upon her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the company.
61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter

containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

#### INDEMNITY

62. Every member of the Council officer and secretary of the company shall be indemnified out of funds and assets of the company against all liabilities incurred by her as such Council member, officer or secretary in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to her by the Court.

#### DISSOLUTION

63. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the company shall have effect as if the provisions thereof were repeated in these presents.
64. In the event of a winding up, the assets of the company shall after payment of the company's debts and liabilities and of the costs, charges and expenses of winding up the company be distributed at the election of the members either to STICHTING GREENPEACE COUNCIL or to some other body whose objects are, in the opinion of the members, as near as possible to those of the company.