

PLYMOUTH MARINE LABORATORY (Company No. 4178503) (the "Company")**SPECIAL RESOLUTIONS 6 MARCH 2009**

At the Extraordinary Meeting of the company held on 6 March 2009 the following resolutions were passed:-

Special Resolution 1

That the Articles of Association of the Charity be amended by the addition of the following new articles:

- 5A.1 A Trustee must avoid a situation in which his interests or those interests he represents may potentially conflict with the interests of the charity ('a conflict situation'); and for the purposes of Articles 5A.1 to 5A.8, a conflict situation shall include a conflict of interest and duty and a conflict of duties.
- 5A.2 The Trustees may, subject to clause 5A.3, authorise a conflict situation arising on or after 1 October 2008 and the continuing acts of a Trustee in that conflict situation, and in so doing impose conditions on authorisation. Any authorisation, and the imposition of any conditions, must be in the best interests of the Charity and may only be given when:-
- 5A.2.1 the Trustee concerned is absent from the Trustees' meeting when authorisation of the conflict situation is discussed;
- 5A.2.2 the Trustee concerned does not count towards the quorum for the Trustees' meeting when authorisation of the conflict situation is discussed; and
- 5A.2.3 the Trustee concerned does not vote on the authorisation of the conflict situation.
- 5A.3 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or of a committee of the Trustees, the Trustee concerned must:
- 5A.3.1 declare an interest at or before discussion begins on the matter;
- 5A.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- 5A.3.3 not be counted in the quorum for that part of the meeting; and
- 5A.3.4 withdraw during the vote and have no vote on the matter.
- 5A.4 A Trustee has a personal interest in a matter which is to be discussed or determined by the Trustee if he will be directly affected by the decision of the Trustees in relation to that matter.
- 5A.5 If a Trustee finds himself in a conflict situation, which has not been authorised, he must cease to act in relation to matters to which the conflict situation relates, save to notify the Trustees of the conflict situation or to safeguard the interests of the charity.
- 5A.6 Every Trustee must ensure that the Secretary has a list of:
- 5A.6.1 any other body of which he is a company director or officer;
- 5A.6.2 any firm in which he is a partner;
- 5A.6.3 any public body of which he is an official or elected member;
- 5A.6.4 any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;
- 5A.6.5 any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or
- 5A.6.6 any other interest which is significant or material.

TUESDAY



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COMPANIES HOUSE

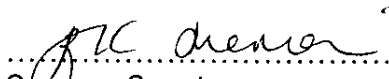
Marine Matters

- 5A.7 A Trustee who has, or may have, an interest in any proposed transaction or arrangement with the Company must declare the nature and extent of his interest before the matter is discussed by the Trustees.
- 5A.8 A decision of the Trustees will not be invalid because of the subsequent discovery of an interest which should have been declared.

Special Resolution 2

That the notice period for calling a General Meeting be shortened from 21 days to 14 days by replacing Article 2.1 of the Articles of Association in its entirety with the following text:

- 2.1 Members are entitled to attend general meetings personally, or in the case of a member which is an organisation, by an authorised representative. General meetings are called on at least 14 clear days written notice specifying the business to be discussed. Trustees who are not also members, are entitled to be present and contribute to the business discussed by the members, but are not permitted to vote.


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Company Secretary

.....6/3/09.....
Date