

THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
DYNAMIC EARTH CHARITABLE TRUST  
COMPANY NO. SC138695

The undemoted resolution was duly passed as a Special Resolution of the above named Company at the Extraordinary General Meeting of the Members of the Company held at 9.30 a.m. on the 28th day of March, 1995, viz:-

SPECIAL RESOLUTION

"That the Articles of Association be altered:-

- (a) by deleting in Article 7 the words "three months";
- (b) by deleting in Article 34 the words "a maximum of six" and substituting therefor "shall not be subject to any maximum".
- (c) by deleting the first paragraph of Article 39 and substituting therefor the following paragraph:-

"Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-

- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (ii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (iii) shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit. "

- (d) by deleting Article 42 (1) and substituting therefor the following paragraph:-

"The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director. A Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof. "



- (e) by deleting Article 42(2) (F) and re-lettering accordingly; and
- (f) by deleting Article 51, the heading preceding Article 60 and Article 60 itself and re-numbering accordingly\*.

CERTIFIED A TRUE COPY

.....  
Director.

*Robert Miller*

**THE COMPANIES ACT 1985**

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

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**ARTICLES OF ASSOCIATION**

**OF**

**DYNAMIC EARTH CHARITABLE TRUST**

**(Co. No.138695)**

**(as amended by special resolution passed 28th March, 1995)**

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**PRELIMINARY**

1. The regulations in Table C in The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

**INTERPRETATION**

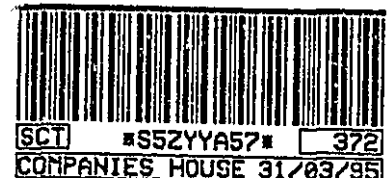
2. In these Articles:-

"the Act" means the Companies Act 1985;

"the Acts" mean the Act and every other Act for the time being in force concerning companies and affecting the Company;

"the Articles" mean the Articles of Association of the Company from time to time in force;

"the Auditors" means the Auditors for the time being of the Company;



"the Company" means the above named Company;

"Director" means a member of the Board of Directors of the Company or a director as referred to in the Act;

"the Directors" means the Board of Directors of the Company;

"the Memorandum" means the Memorandum of Association of the Company from time to time in force;

"the Office" means the registered office of the Company;

"of unsound mind" means suffering from mental disorder and either

(A) admitted to hospital in pursuance of an application for admission under the Mental Health (Scotland) Act 1984 or, in England and Wales, an application for admission for treatment under the Mental Health Act 1983, or

(B) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for detention or for the appointment of a curator bonis, receiver or other person to exercise powers with respect to property affairs;

"the Seal" means the Common Seal of the Company;

"the Secretary" means, without prejudice to Section 283 of the Companies Act 1985, any person appointed to perform the duties of the secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a legible form.

Unless the context otherwise requires, words importing the singular number only shall include the plural number and vice versa.

Unless the context otherwise requires, words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporations, firms and any entities having separate legal personae.

References to any statute shall be construed as relating to any statutory amendment or re-enactment thereof for the time being in force.

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

#### MEMBERS AND MEMBERSHIP

3. There is no upper limit on the number of members.
4. The subscribers to the Memorandum and such persons as the Directors shall admit to membership in accordance with the Articles shall be members of the Company. The rights of a member shall not be transferable and shall cease on death.
5. Every member of the Company other than the subscribers to the Memorandum shall sign either a written application or consent to becoming a member or sign the Register of Members on becoming a member.
6. The Secretary shall keep an accurate Register of Members of the Company.

#### GENERAL MEETINGS

7. Any member may withdraw from the Company by giving notice in writing to the Secretary of his intention so to do. Any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum and Articles.
8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided 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. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened also on requisition in accordance with the Acts. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any

Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Articles, be deemed to have been duly called if it is so agreed:-

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat;

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.

12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special which is transacted at an Extraordinary General Meeting, and also which is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, and the Report of the 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.

14. 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 or by proxy shall be a quorum.

15. If within half-an-hour from the time appointed for the 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 to such other day and at such other time and place as the Directors may determine.

The quorum for the adjourned meeting shall continue to be as provided in Article 14.

16. The Chairman, if any, of the Directors or in his absence the Vice-Chairman, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.

18. The Chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(A) by the Chairman; or

(B) by at least one member present in person or by proxy; or

(C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the

book containing the Minutes of Proceedings 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 such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote

22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. Subject to the 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 as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

24. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be so dealt with in General Meeting may, if the Directors so resolve, be determined by a postal ballot to be conducted in such manner as the Directors may think fit and any resolution declared by the Directors to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

25. 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. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed shall be valid and counted. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.



26. A curator bonis, receiver or other person exercising powers with respect to his property or affairs appointed in respect of a member of unsound mind may vote in place of that member whether on a show of hands or on a poll, and on a poll such vote may be by proxy.

27. The instrument appointing a proxy shall be in writing signed by the appointor or notarially executed on his behalf or signed by a person duly authorised by power of attorney to sign on his behalf. A proxy need not be a member of the Company.

28. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified copy of that power shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in such form as the Directors may from time to time specify.

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

32. Any corporation (within the meaning of Section 740 of the Act) which is a member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporation so represented is deemed present in person at such a meeting.

#### **THE OFFICE OF CHIEF EXECUTIVE OF THE COMPANY**

33. The Directors may from time to time appoint a Chief Executive (who may be a Director) of the Company for such period and on such terms as it thinks fit. The Chief Executive shall be an individual and (whether or not he is also a Director) shall not have any outside commercial interest which might conflict with the interest of the Company. The Directors may pay the Chief Executive such reasonable remuneration as they shall think fit and make such reasonable provision for and grant such pension to the Chief Executive after his retirement as they shall also think fit. The Directors shall also have power to provide for the powers, rights and duties of the Chief Executive and these may include the supervision of the administrative activities of the Company, the recruitment of staff, and the supervision of any premises and the contents thereof acquired for the Company. The Chief Executive (save as provided below) shall be entitled to receive notice of and to attend and speak but not, merely by virtue of being Chief Executive, to vote at General Meetings and at meetings of the Directors and of committees and sub-committees of the Directors. He shall not by virtue only of having been admitted to the office of Chief Executive be a member or Director of the Company.

#### **DIRECTORS**

34. The number of Directors shall be a minimum of two and shall not be subject to any maximum.

35. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

36. Directors may not appoint alternate Directors.

#### **BORROWING POWERS**

37. The Directors may exercise all the powers of the Company to borrow money, and to grant securities over its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **POWERS AND DUTIES OF DIRECTORS**

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting, forming and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by the Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles, and to any directions given by Special

resolution of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

39. (a) Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

(i) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;

(ii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise, interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

(iii) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

(b) The Directors shall have power to create, should the Directors so desire, an Advisory Council or Councils or Committee or Committees to act along with them and/or advise them on any or all of the objects of the Company provided always that the creation, constitution, membership and continuance of any such Advisory Council or Committee or the individual membership thereof shall be entirely at the discretion of the Directors.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such two or more persons as the Directors shall from time to time by resolution determine.

41. The Directors shall cause minutes to be made in books provided for the purpose:-

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of the Directors and of any committee or sub-committee of the Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees and sub-committees of the Directors;

(D) of recording the transactions of any Advisory Council or Committee set up in accordance with Article 38(b) hereof and the resolutions and proceedings of any such Advisory Council or Committee.

#### **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

42. (1) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof.

(2) The office of Director shall be vacated if the Director:-

(A) without the consent of the Company in General Meeting holds any other office of profit under the Company; or

(B) is adjudged bankrupt or his estate is sequestrated, or he grants a trust deed for his creditors, or a composition contract; or

(C) becomes prohibited from being a Director by reason of any order made under the Acts; or

(D) becomes incapacitated by virtue of being of unsound mind or unable or unfit otherwise to discharge his functions as Director; or

(E) is convicted of any crime (other than minor traffic offences) ; or

(F) resigns his office by notice in writing to the Company; or

(G) ceases to be a Director by virtue of any provision of the Acts; or

(H) is absent for more than four consecutive months without permission of the Directors from meetings of Directors or of committees or sub-committees of Directors held during that period and the Directors resolve that his office should be vacated.

## PROCEEDINGS OF DIRECTORS

43. The Directors shall meet together for the despatch of business at least once every three months but may otherwise meet, adjourn and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

44. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Directors shall be two.

45. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

46. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

47. The Directors may delegate any of their powers to any committee or sub-committee consisting of one or more Directors. They may also delegate to any Chief Executive or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. All acts and proceedings of each such committee or sub-committee should be reported back to the Directors as soon as possible.

48. The meetings and proceedings of any such committee or sub-committee as is referred to in Article 47 shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

49. All acts bona fide done by any meeting of the Directors, or of a committee or sub-committee of the Directors, or by any person acting as a Director or as a member of a committee or sub-committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors 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 and was qualified to be a Director or member of a committee or sub-committee.

50. A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

51. If a question arises at a meeting of Directors or of a committee or sub-committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

#### SECRETARY

52. Subject to the provisions of the Acts, the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions consistent with Clause 4 of the Memorandum as they may think fit, and any Secretary so appointed may be removed by them. The Directors 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.

53. A provision of the Acts or the 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 Director and as, or in place of, the Secretary.

#### THE SEAL

54. The Directors shall provide for the safe custody of the Seal, which shall be used only by the authority of the Directors or of a committee or sub-committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## ACCOUNTS

55. The Directors shall cause proper accounting records to be kept in accordance with the Acts.

56. The accounting records shall be kept at the Office or subject to the provision of the Acts, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

57. The Directors shall from time to time determine whether and to what extent and at 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 Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting or ordered by a Court of competent jurisdiction.

58. A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Acts together with a proper balance sheet made up as at the date to which the said accounts is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto ("the Accounts"). The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Acts and shall be sent not less than twenty one clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices or General Meetings in the manner in which notices are hereinafter directed to be served.

## NOTICES

59. A notice may be given by the Company to any member or other person entitled in terms of the Articles to receive notice either personally or by sending it by post to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiry of forty eight hours after the letter containing the same is posted.

60. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member;

(B) every person being a legal personal representative or a trustee in bankruptcy of a member or a trustee on the sequestrated estate of a member, where the member but for his death or bankruptcy or sequestration of his estate would be entitled to receive notice of the meeting;

(C) the auditors for the time being of the Company;

(D) each Director; and

(E) the Chief Executive appointed under Article 33 hereof.

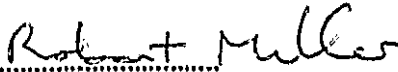
#### INDEMNITY

61. Subject to the provisions of the Acts and of the Memorandum of Association, every Director or other officer (including any auditor) of the Company shall be entitled to be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as such Director or other officer and in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

#### WINDING UP

62. The provisions of Clause 7 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 the Articles.

Certified a true copy

  
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Director