

**Company number: 01012357**

**Companies Acts 1985 and 2006**

**SPECIAL RESOLUTION**

**at the Annual General Meeting of**

**Friends of the Earth Limited ("the Company")**

At the annual general meeting of the members of the Company held at the Cotswold Conference Centre,

On 9 February 2014

At. 1 00pm

The members passed the following special resolution

*THAT the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company and the operative provisions of the existing Memorandum of Association of the Company .*



Elizabeth Kavanagh

Company Secretary

Date. 9 February 2014

The registered office of the Company is 26-28 Underwood Street, London N1 7JQ



**THE COMPANIES ACTS 1985 to 2006**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**FRIENDS OF THE EARTH LIMITED**

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.**

David R. Brower, editor	
40 Stevenson Ave.	
Berkeley, Calif 94708 U.S.	/
Dr. A. D. N. Archer, Chartered Accountant	
Willow End,	
Vicarage Road, Ragsdale, Surrey	/
W. H. Murray, Author	
Lochwood	
Loch Bole, Argyll, Scotland	/
Edmund A. Matthews, J., Lawyer	
10 rue Desvignes Cuz	/
Paris 16, France	
James P. Pringle, Country Doctor	
141 Hare Park Lane	
Hilcom	/
Wharfedale, Yorks UK.	
Jonathan Holliman, Ecologist	
7a Glazbury Road	/
London W.14.	
Concha de la Cruz, Geologist	
107, Roe St,	
Walthamstow	
London, E.17	/

DATED this 5<sup>th</sup> day of May 1971.

WITNESS to the above signatures :-

S. Everall  
36 Greenway  
London S.W.20  
Secretary

**THE COMPANIES ACTS 1948 to 2006**

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

**ARTICLES OF ASSOCIATION**

**OF**

**FRIENDS OF THE EARTH LIMITED**

**(As adopted by Special Resolution passed on  
9 February 2014)**

**GENERAL**

- 1 In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context

The Act	The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
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"Articles"	the articles of association of the Company,
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The Company	Friends of the Earth Limited,
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Directors	Directors for the time being of the Association
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Document	includes any document, register, summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form,
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"Electronic Form" and "Electronic Means" has the meaning given in Section 1168 of the Companies Act 2006,

"Hard Copy" and "Hard Copy Form" have the meanings respectively given to them in the Companies Act 2006,

"Secretary"	the secretary of the Company (if any),
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"Schedule"	the Schedule to these Articles which incorporates provisions formerly contained in the Memorandum of Association of the Company,
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The Office	The registered office of the Company
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The Seal	The common seal of the Company (if any)
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The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
Writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

And words importing the singular number only shall include the plural number and vice versa

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

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall if not inconsistent with the subject or context bear the same meanings in these Articles

- 2 The number of members of the Company may be determined by the Directors from time to time
- 3 The provisions of Section 113 of the Act shall be observed by the Company
- 4 The Company is established for the purposes expressed in the Schedule

## **MEMBERSHIP**

- 5
  - (a) The chief executive or other person (of whatever title) appointed pursuant to Article 72A and such other persons as the Directors shall admit to membership and who agree to become members in accordance with the provisions herein contained shall be members of the Company
  - (b) The Directors may in their absolute discretion admit persons to honorary membership with all the rights and privileges of membership
  - (c) The Directors may in their absolute discretion create one or more categories of members who shall not be entitled to vote at General Meetings and who shall have such rights and privileges as the Directors may determine
- 6 Applications for admission to membership of the Company may be made to the Directors in such form as the Directors may require for the time being Upon receipt of any such application the Directors may accept the same and admit the applicant to membership of the Company accordingly or may in their absolute discretion and without assigning any reason decline such application
- 7 No firm or other unincorporated association may as such become a member of the Company but any firm or other unincorporated association may nominate one of its members to act as its representative apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf Every person so applying for membership shall be subject to the same rules and regulations concerning admissions and otherwise as any person not so nominated and shall if admitted to membership have the same rights and be subject to the same liabilities and incidents as any person not so nominated

subject however to the provision of Article 9 hereof The firm or other unincorporated association shall deposit with the Directors the nomination of such application for membership and shall give all information that may be reasonably required by the Directors regarding such applicant

- 8 A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and subject to the consent of the Directors nominate another representative in his place Upon receipt by the Directors of any such revocation such member shall ipso facto cease to be a member of the Company or to act or be entitled to act or be recognised as a representative of such firm or association and any person nominated in his place shall if duly approved by the Directors be and become a member of the Company as the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid All nominations and revocations mentioned in Articles 7 and 8 hereof shall be in writing signed by all the members of the firm or other unincorporated association
- 9 A Corporation being a member shall nominate a person to act as its representative by resolution of its directors or other governing body Such representative shall have the right on behalf of the Corporation (and to the extent only to which the Corporation would if an individual be entitled to do so) to attend meetings of the Company and vote thereat and generally exercise all rights of membership on behalf of the Corporation A Corporation may from time to time revoke the nomination of such representative and nominate another representative in his place All such nominations and revocations shall be intimated to the Company in writing
- 10 It shall be lawful for any person being a member of the Company to guarantee any larger sum than One pound by executing a bond or subscription contract with the Company to that effect or to pay an annual subscription or other contribution in excess of One pound to the Company
- 11 The Directors may prescribe and may from time to time vary an entrance fee to be payable on admission to membership and may prescribe and from time to time vary an annual subscription and other periodical contributions to be payable by every member and any entrance fee or annual subscription or contribution for the time being so prescribed shall be payable accordingly
- 12 Every member of the Company shall be bound while he is a member -
  - (a) to pay the Company such entrance fee (if any) and such annual subscriptions and contributions as shall from time to time be prescribed by the Directors, and
  - (b) to observe the provisions of these Articles (including the Schedule) and of the rules and regulations of the Company for the time being in force
- 13 A Any members shall forthwith cease to be a member upon the happening of any of the following events that is to say -
  - (i) If the member being an individual becomes or being the representative of an unincorporated body that body becomes bankrupt or compounds with his or its creditors generally or being a corporation a liquidator is appointed or the corporation otherwise ceases to carry on business
  - (ii) If the member being an individual becomes of unsound mind

- (iii) If the Company in General Meeting called for that purpose and at which the member concerned shall first have been given a reasonable opportunity to speak on his own behalf resolves that the member's membership be determined
- (iv) If being a representative of an unincorporated body his nomination is revoked by that unincorporated body by writing delivered at the Office
- (v) If being the manager appointed pursuant to Article 72A he is removed or resigns from office
- (vi) If the member, being a director of the Company, ceases to hold office as such

B A member may withdraw from membership by giving notice in writing to the Secretary at least one month before the expiration of any financial year

14 Not in use

### **GENERAL MEETINGS**

- 15 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 Directors 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
- 16 The Directors 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 303 of the Act
- 17 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 18 All General Meetings, including Annual General Meetings and every meeting convened to pass a Special Resolution, must be called by at least fourteen days' notice (exclusive 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 the 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 Articles 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
- 19 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 proceedings had at any meeting

### **PROCEEDINGS AT GENERAL MEETINGS**

- 20 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 Directors and of the auditors the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors

- 21 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 two members personally present shall be a quorum.
- 22 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 Directors 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.
- 23 The Chair (if any) of the Directors shall preside as Chair at every General Meeting but if there be no such Chair or if at any meeting he 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 one of the Directors of the Company or if no such member be present or if all the Directors present decline to take the Chair they shall choose some member of the Company who shall be present to preside.
- 24 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.
- 25 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 by the Chair or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting and unless 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 such resolution. The demand for a poll may be withdrawn.
- 26 Subject to the provisions of Article 27 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.
- 27 No poll shall be demanded on the election of a Chair of a meeting or on any question of adjournment.
- 28 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.
- 29 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.

## VOTES OF MEMBERS

- 30 Every member shall have one vote
- 31 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 either personally or by proxy or as a proxy for another member at any General Meeting
- 32 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands A Corporation may vote by its duly authorised representative appointed by resolution of its directors or other governing body A proxy need not be a member
- 33 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal if any and if none then under the hand of some officer duly authorised in that behalf
- 34 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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 No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 35 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 the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 36 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I  
of  
a member of "FRIENDS OF THE EARTH LIMITED" hereby  
appoint  
of  
and failing him  
of  
to vote for me and on my behalf at the (annual or Extraordinary or Adjourned as the case  
may be) General Meeting of the Company to be held on the      day  
of                  20    and at every adjournment thereof

As witness my hand this                      day of                      20                      "

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

## WRITTEN RESOLUTIONS



- 36A The members may pass written resolutions in accordance with the Act

### **HONORARY OFFICES**

- 37 The Directors may on behalf of the Company accept the patronage of a public figure known to be sympathetic with the objects of the Company
- 38 Not in use
- 39 Not in use

### **DIRECTORS**

- 40 Until otherwise determined by a General Meeting the number of the Directors shall not be less than three nor more than twenty
- 41 The names of the Directors for the time being shall be recorded in writing in the register of directors of the Company
- 42 Any provisions of the Act which subject to the provisions of these Articles would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age shall apply to the Company
- 43 The office of a Director shall be vacated in any of the following events namely -
- (a) If he shall become prohibited by law from acting as a Director or as the trustee of a charity
  - (b) If he shall resign by writing under his hand left at the office or if he shall tender his resignation and the Directors shall resolve to accept the same
  - (c) If he shall have a receiving order made against him or shall compound with his creditors generally
  - (d) If he shall become of unsound mind
  - (e) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated
- 44 Each Director shall retire from office (a) at the third Annual General Meeting following his appointment by the members at Annual General Meeting and (b) at the first Directors' meeting to fall at least nine years after his appointment as a Director A Director retiring at a meeting shall retain office until the close or adjournment of the meeting 45 A retiring Director shall be eligible for re-election but a Director who has served for three terms of office or nine years in total in total may not be reappointed
- 46 The Company at the general meeting at which a Director retires under any provision of these Articles may by Ordinary Resolution fill up the vacated office by appointing thereto the retiring Director, subject to Article 45, or some other person eligible for appointment In default the retiring Director shall not be deemed to have been re-appointed

- 47 Not in use
- 48 Not in use
- 49 The Company may, subject to the Act, by Ordinary Resolution of which special notice has been given, remove any Director before the expiration of his period of office notwithstanding any provision of these Articles or of any Agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such Agreement and by a like resolution appoint another person in place of a Director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director In default of such appointment the vacancy arising upon the removal of a Director from office may be filled by the Directors as a casual vacancy
- 50 The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles Any Director so appointed shall hold office only until the next Annual General Meeting and shall then retire and be eligible for re-appointment, in which case the period prior to his re-appointment shall not be taken into account in determining how many terms of office have been served by the Director for the purposes of Articles 44 and 45
- 51 A Director who is not a member of the Company shall be entitled to attend and speak at General Meetings
- 52 Any remuneration of the Directors or any of them shall from time to time be determined by an Ordinary Resolution of the Company
- 53 The Directors may approve reimbursement by the Company to any Director of all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company
- 54 The Director who is appointed to any executive office including the office of Chair or Deputy Chair or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary commission or otherwise as the Directors may determine
- 55 The Directors shall have power to pay and agree to pay pensions or other retirement superannuation death or disability benefits to (or to any person in respect of) any Director or ex-Director who may hold or have held any executive office or any office or place of profit under the Company or any of its subsidiaries and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums
- 56 A Director may contract or be interested in any contract or arrangement with the Company or any other organisation in which the Company may be interested and hold any office or place of profit (other than the office of Auditor of the Company) under and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other organisation (unless otherwise agreed) may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom

- 57 (a) The Directors may from time to time appoint one or more of their body to be holder of any executive office including the office of Chair or Deputy Chair on such terms and for such period as they may determine
- (b) The appointment of any Director to the office of Chair or Deputy Chair shall be subject to termination if he cease from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company
- (c) The appointment of any Director to any other executive office shall not be subject to termination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise in which event the termination of his office if he ceases from any cause to be a Director shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company
- 58 The Directors may entrust to and confer upon any Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of such powers

#### **POWERS OF THE DIRECTORS**

- 59 The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting subject nevertheless to any regulations of these Articles to the provisions of the Act and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Directors from time to time but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article
- 60 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking 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
- 61 The Directors may from time to time and at any time by power of attorney appoint any company firm or person or body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him
- 62 All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine
- 63 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 of the Directors
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors

## PROCEEDINGS OF DIRECTORS

- 64 The Directors may meet together for the despatch of business adjourn and otherwise 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 Chair 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. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. In determining whether Directors are participating in a meeting, it is irrelevant where any Director is or how they communicate with each other. Directors participate in a meeting (and count in the quorum) if it has been called and takes place in accordance with the Articles and the Directors can each communicate to the others any information or opinions they have on any particular item of business of the meeting (for example via telephone or video conferencing).
- 65 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be eight, subject to Article 65A.
- 65A If there are not eight directors capable of participating in the transaction of an item of business of the Directors, as a result of some of the Directors being unable to participate by reason of an actual or potential conflict of the interests, then the quorum shall be reduced to two only in respect of the transaction of the particular item of business in question.
- 66 Subject to any appointment which may have been made under the provisions of Article 57(a) the Directors may elect one of their number as Chair and one of their number as Deputy Chair and in either case determine the period for which he is to hold office.
- 67 The Chair failing whom any Deputy Chair shall preside at any meeting of the Directors but if at any meeting neither of them is participating within five minutes after the time appointed for holding the meeting the Directors present may choose one of their number to be Chair of the meeting.
- 68 A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act.
- 69 Save as by the next following Article otherwise provided a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting but this Article shall not apply to any of the following matters namely -
- (a) Any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company

- (b) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security
- (c) Any contract by him to subscribe for or underwrite debentures of the Company
- (d) Any contract or arrangement with any other Company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that Company
- (e) Any such scheme or fund as is referred to in Article 49 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantages not generally accorded to the employees to which such scheme or fund relates

The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent (and either generally or in respect of any particular contract arrangement or transaction) or ratify any particular contract arrangement or transaction carried out in contravention of this Article

- 70 A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof
- 71 The continuing Directors may act notwithstanding any vacancy in their body if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association 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
- 72 The Directors may delegate any of their powers to committees consisting of any combination of directors or co-opted members as they may think fit Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors and shall report back, as soon as possible, to the directors with details of all acts and proceedings of the committee
- 72A The directors shall have the power to appoint an individual chief executive or other person (by whatever title) 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
- 72B The directors shall have the power to delegate the management of investments to a financial expert or experts authorised to give investment advice under the Financial Services and Markets Act 2000 (as amended, supplemented or replaced from time to time)
- 72C The directors may revoke any delegation in whole or part, or alter its terms and conditions
- 73 A committee may elect a chair of its meetings, if no such chair is elected or if at any meeting the chair is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be chair of the meeting

74 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chair shall have a second or casting vote

75 (a) All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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

(b) A resolution in Writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held

76 Not in use

### SECRETARY

77 A Secretary may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. If there is no Secretary

(a) anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company, and

(b) anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors

78 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 Director and as or in place of the Secretary

### THE SEAL

79 Any Seal may only be used by the authority of the directors. The directors may decide by what means and in what form any Seal is to be used. Unless otherwise decided by the directors, if the company has a Seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature. For the purposes of this article, an authorised person is

(a) any director of the Company,

(b) the Secretary (if any), or

(c) any person authorised by the directors for the purpose of signing documents to which the Seal is applied

### ACCOUNTS

80 The Directors shall cause proper books of account to be kept with respect to -

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company and
- (c) all assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions

81 The books of account shall be kept at the Office or subject to Section 1136 of the Act at such other place or places as the Directors think fit as notified to the registrar of companies and shall always be open to the inspection of the Directors

82 The Directors shall from time to time determine whether and to what extent and 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

83 The Directors shall from time to time cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts balance sheets group accounts (if any) and reports as required in accordance with the Act

84 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the Auditors' report shall not less than fourteen days before the date of the meeting be sent to every member of and every holder of debentures of the Company Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures

#### **AUDIT**

85 Auditors shall be appointed and their duties regulated in accordance with the Act

#### **COMMUNICATIONS BY THE COMPANY**

86 Subject to the Articles and the Act, any Document or information (including any notice, report or accounts) sent or supplied by the Company under these Articles or the Act may be sent or supplied in any way in which the Act provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Company, including without limitation

- (a) in Hard Copy Form,
- (b) in Electronic Form, or
- (c) by making it available on a website

86 2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Act is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Act (and not revoked that agreement) Where any other

Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient

- 86 3 Subject to the Articles, any notice or Document to be sent or supplied to a director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being

#### **Deemed delivery**

- 86 4 A member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called -

- 86 5 Where any Document or information is sent or supplied by the Company to the members

- (a) where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted,
- (b) where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent,
- (c) where it is sent or supplied by means of a website, it is deemed to have been received
  - (i) when the material was first made available on the website, or
  - (ii) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

- 86 6 Subject to the Companies Acts, a director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours

#### **Exceptions**

- 86 7 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address
- 86 8 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address

### **COMMUNICATIONS TO THE COMPANY**

- 87 The provisions of the Act shall apply to communications to the Company

### **WINDING UP**

- 88 Clause 7 of the Schedule relating to the winding up and dissolution of the Company shall have effect as if provisions of these Articles pursuant to Article 90

### **INDEMNITY**

- 89 Subject to the provisions of and so far as may be permitted by the Act every Director Auditor Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto



### **INCORPORATION OF SCHEDULE**

- 90 The Schedule to these Articles, incorporating provisions formerly in the Memorandum of Association of the Company, forms part of these Articles

### **EXCLUSION OF MODEL ARTICLES**

- 91 The relevant model articles for a company limited by guarantee are hereby excluded

**SCHEDULE 1**  
**PROVISIONS FORMALLY CONTAINED IN**  
**THE MEMORANDUM OF ASSOCIATION**  
**OF**  
**FRIENDS OF THE EARTH LIMITED**

1     The name of the company (hereinafter called “the Company”) is Friends Of The Earth Limited

2     The registered office of the Company will be situated in England

3     **OBJECTS**

      The Company’s objects are to promote and otherwise further by all means -

3 1    Understanding and appreciation of the need for the conservation protection and restoration of nature both in the United Kingdom and in the rest of the world

3 2    The enhancement and rational use of all aspects of the environment

3 3    Socially just sustainable development

4     **POWERS**

      To promote its objects but not for any other purpose the Company may -

4 1    Seek to influence public opinion and promote by campaigning and by other appropriate methods political, social and legislative reform and co-operate and maintain liaison with any person or body throughout the world having similar objects,

4 2    write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities,

4 3    promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes,

4 4    by means of providing grants, scholarships, donations or other facilities promote, encourage, carry out or commission research, enquiries, investigations, surveys, studies or other work, publishing the useful results,

4 5    provide and assist in the provision of money, materials or other help and accept and disclaim subscriptions, donations or gifts,

4 6    purchase, lease hire receive in exchange or as a gift any interest whatever in real or personal property and equip, maintain and alter it for use,

4 7    sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable

4 8    borrow and raise money on such terms and security as the Company may think suitable,

- 4 9 carry on trade,
- 4 10 employ, engage and pay employees, consultants and professional or other advisors,
- 4 11 grant pensions and retirement benefits to employees of the Company and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Company and their dependants,
- 4 12 establish, promote, support, aid, amalgamate or co-operate or contract with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage institutions whether corporate or unincorporate, lend or guarantee money to such institutions,
- 4 13 invest and deal with the Company's money not immediately required for its objects in or upon any investments, securities, or property,
- 4 14 guarantee and become or give security for the performance of contracts by any person or company,
- 4 15 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments,
- 4 16 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any institutions whether corporate or unincorporate with objects similar to the Company's objects,
- 4 17 pay out of the funds of the Company the cost of any premium in respect of any indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the Company No such insurance shall extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not,
- 4 18 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the directors to protect the Company,
- 4 19 make and lay down rules and regulations for the administration of the Company and for the carrying out of its primary objects and from time to time to vary alter or cancel the same,
- 4 20 make payment to a director or other officer of the Company under an indemnity from the Company in accordance with the indemnity provisions set out at Article 89,
- 4 21 do all such other things as shall further the Company's objects
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum No part shall be paid or transferred directly or indirectly to members or directors of the Company except for payment in good faith of -
- 5 1 reasonable and proper wages or fees to any employee or director of the Company or to any company of which they are a member or director for any services given to the Company and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Company,

- 5 2 interest on money lent to the Company at a reasonable and proper rate per annum,
- 5 3 reasonable and proper rent for premises let to the Company,
- 5 4 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4 17 of this Memorandum,
- 5 5 the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf, except that at no time shall a majority of the members of the Company or of the director's benefit under this provision and provided that any such member or director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion,
- 5 6 payments to a director or member of the Company under an indemnity from the Company in accordance with the indemnity provisions set out at Article 89
- 6 The liability of the members is limited
- 7 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts or liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1
- 8 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects to the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object