

Company No. 1012357

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

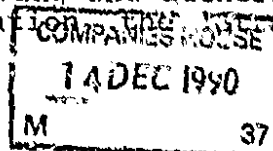
FRIENDS OF THE EARTH LIMITED  
(passed on July 19th 1988)

At an Extraordinary General Meeting of the Company held at  
26-28 Underwood Street, London N1 7JQ on  
30th July 1988, 5.45pm the following resolution was duly passed  
as a special resolution:-

SPECIAL RESOLUTION

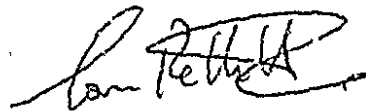
THAT the Articles of Association be amended in the following manner:-

1. In Article 5(a) the words "The subscribers to the Memorandum of Association" shall be deleted and replaced by the words "The Executive Director appointed pursuant to Article 72A";
2. In Article 13A a new sub-clause (v) shall be inserted as follows:-  
"(v) If being the Executive Director appointed pursuant to Article 72A he is removed or resigns from office.";
3. In Article 21 the word "three" in the last line shall be replaced by the word "two";
4. Article 30 shall be deleted in its entirety and replaced by the following:-  
"30. Every member shall have one vote save that for so long as Friends of the Earth Trust Limited is a member of the Association it will be entitled on an ordinary resolution proposed at a general Meeting to exercise such number of votes as shall be equal to the total aggregate number of votes exercisable by all the other members of the Company plus one and on an extraordinary or special resolution proposed at a General Meeting it shall be entitled to exercise such number of votes as shall be equal to three times the total aggregate number of votes exercisable by all the other members.";
5. Article 40 shall be amended by deleting the word "thirteen" and inserting the word "twenty" in its place;
6. The following words shall be added to Article 72:-  
"Without prejudice to the generality of the foregoing the Directors may delegate any of their powers to three committees to be known as the 'Expenditure and Finance Committee' which shall be responsible for approving and authorising the expenditure of the Association on any strategy



Committee' which shall be responsible for selecting policies and causes considered to be worthy of support by the Association and the 'Personnel Committee' which will be responsible for dealing with the employees of the Association, respectively.";

7. A new Article 72A will be inserted as follows:-  
"72A. The directors shall have the power to appoint an individual to be known as the 'Executive Director' 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 Association."



Clear,