

*THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL*

MEMORANDUM OF ASSOCIATION OF ENVIRONMENTAL PROTECTION UK

Adopted by Special Resolution on 13th December 2007

- 1 The name of the company (hereinafter called “the Society”) is “Environmental Protection UK”.
- 2 The registered office of the Society will be situated in England.
- 3 The Society is established:
 - i to seek the improvement of the environment by promoting changes in public policy and practice to minimise air, noise and land pollution;
 - ii to initiate, assist, promote and encourage the investigation, consideration and discussion of all forms of pollution in order to achieve its reduction or prevention; and
 - iii to promote public education in all matters relating to the reduction of pollution.
- 4 In furtherance of the said objects, but not further or otherwise, the Society shall have power:
 - a to encourage the adoption of methods to reduce and prevent pollution;
 - b to undertake, or support or aid the undertaking of, investigations and research relevant to the causes and effects of pollution and the means to prevent it and to publish the results of such research;
 - c to promote, assist, support or oppose, as may be consistent with the objects for which the Society is established, any administrative or other measures or proposed measures affecting pollution;
 - d to write, print or otherwise reproduce by any means of recorded and/or visual information, whether now or hereinafter invented, and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
 - e to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events alone or with others;
 - f to promote research, experimental work, scientific investigations and development into any aspect of the objects of the Society and its work and to disseminate the useful results of any such research for the public benefit;
 - g to co-operate and enter into arrangements with any authorities, national, local or otherwise;
 - h to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Society and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any real or personal estate;
 - i to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise;
 - j to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;

- k subject to such consents as may be required by law, to borrow and raise money for the objects of the Society on such terms and conditions and on such security as may be thought fit;
- l to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;
- m to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of the primary objects of the company or such trade is temporary and ancillary to the carrying out of the said objects;
- n to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Society;
- o to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- p to invest the monies of the Society not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be imposed or required by law and subject also as hereinafter provided;
- q to make any charitable donation either in cash or assets for the furtherance of the objects of the Society;
- r to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Society;
- s to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Society;
- t to provide indemnity insurance to cover the liability of the Directors of the Society which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Society in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Society in their capacity as Directors of the Society;
- u to employ and pay any person or persons not being members of the Society to supervise, organise, carry on the work of and advise the Society;
- v to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- w to pay, subject to the provisions of Clause 5 hereof, reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Society and their dependants;
- x to apply monies in insuring any buildings or other property to their full value;
- y to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to and the distribution of any of their assets among members

at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association;

z to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;

aa to establish where necessary local branches (whether autonomous or not);

ab to do all such other lawful things as shall further the above objects or any of them.

5 The income and property of the Society 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 Society and no member of its Society shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society PROVIDED THAT nothing hereafter shall prevent any payment in good faith by the Society:

a of reasonable and proper remuneration to any member, officer, employee or consultant of the Society not being a member of the Society for any services rendered to the Society;

b of interest on money lent by any member of the Society at a rate per year not exceeding two per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Society or three per cent whichever is the greater;

c of reasonable and proper rent for premises demised or let by any member of the Society or of its Committee;

d of fees, remuneration or other benefits in money's worth to a company of which a member of the Society may be a member holding not more than $1/100^{\text{th}}$ part of the capital of that company;

e to any member of the Society of out-of-pocket expenses; and

f of any premium in respect of indemnity insurance to cover the liability of the Directors of the Society which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society PROVIDED THAT any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Society in their capacity as Directors of the Society.

6 The liability of members is limited.

7 Every member of the Society undertakes to contribute to the assets of the Society, 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 and liabilities of the Society 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 one pound.

8 If upon the winding-up or dissolution of the Society 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 Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.