

W/N 1090006 / 24

No. ~~1090006~~

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

21/1/81

3627/ES

SOCIETY FOR ENVIRONMENTAL IMPROVEMENT LIMITED

(As altered by Special Resolution passed on the 13th day of December, 1979)

1. The name of the Company (hereinafter called "the Society") is "SOCIETY FOR ENVIRONMENTAL IMPROVEMENT LIMITED".

2. The registered office of the Society will be situate in England.

3. The objects for which the Society is established are to promote the protection for the benefit of the public generally of the countryside and the improvement of the environment with a view to preserving the physical and mental health of the public and for the furtherance of that object but not otherwise:-

(A) To amass or cause to be amassed information of relevance to environmental improvement and to disseminate such information.

(B) To promote the study of cause and effect of environmental change and economic social and physical factors affecting the environment.

(C) To pay or apply the property of the Society in any charitable manner which will further the aforesaid main objects.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.

(E) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought necessary in furtherance of the promotion of its objects.

(F) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and are conducive to its objects.

(G) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.

(H) To invest the moneys of the Society not immediately required for its purposes 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 for the time being be imposed or required by law and subject also as hereinafter provided.

(I) To take any gift of property, whether subject to any special trust or not, for any purpose within the main object of the Society.

(J) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, grants and bequests.

(K) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Society.

(L) To do all such other things as are necessary to the attainment of the above objects or any of them.

PROVIDED that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the General Council or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such General Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such General Council or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society 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 the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding whichever is the higher of the two following rates, namely 6 per centum per annum or 2 per centum over Bank Rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the General Council or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such General Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the General Council or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

Clauses 5 and 6 were deleted by Special Resolution passed on the 13th day of December, 1979.

7. The liability of the members is limited.

8. 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 £1.

9. 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 with objects similar to those of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society 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.