

No 2393175

THE COMPANIES ACTS 1985-1989

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COMPANY LIMITED BY GUARANTEE

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WRITTEN RESOLUTION

of

ROTHAMSTED EXPERIMENTAL STATION

( Passed on 12 June 2000 )

We, the undersigned, being all the members of the Company entitled to attend and vote at General Meetings of the Company, **hereby resolve** as a special resolution that the Memorandum and Articles of Association of the Company be amended by the following:

*Delete existing Clause 3.B.(4) of the Memorandum*

*"apply to the Government, public bodies, urban, local, municipal, county and other bodies, corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions, and other assistance with a view to promoting the objects of the Station; and to discuss and negotiate with sponsors and potential sponsors including Government departments, public and other bodies, corporations, companies or persons, matters within the objects of the Station."*

Insert as Clause 3.B.(4) of the Memorandum

"apply to the Government, public bodies, urban, local, municipal, county and other bodies, corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions, and other assistance with a view to promoting the objects of the Station; and to discuss and negotiate with the Biotechnology and Biological Sciences Research Council and other Government departments, public and other bodies, corporations, companies or persons, matters within the objects of the Station."



Clause 5 of the Memorandum shall become Clause 5.1 of the Memorandum

Insert as Clause 5.2 of the Memorandum

"Save for changes to the Objects of the Station which shall not be regulated by this Clause, no addition, alteration or amendment shall be made to or in the provisions or regulations contained in the Memorandum or Articles of Association for the time being in force, unless the same shall have previously been submitted to and approved by the Lawes Agricultural Trust Company Limited and the Biotechnology and Biological Sciences Research Council"

*Delete Article 2 of the Articles of Association*

*"The number of members with which the Station has been registered is 2, but the Board of Directors may from time to time register an increase of members to seven."*

Insert as Article 2 of the Articles of Association

"The number of members with which the Station has been registered is 2, but the Board of Directors may from time to time register an increase of members to fourteen."

*Delete Article 4 of the Articles of Association*

*"The first members of the Station shall be the subscribers to the Memorandum. If at any time a member shall cease to be a member of the Station for any reason or if the Board of Directors shall at any time register an increase of members a new member or members of the Station may be appointed by the Lawes Agricultural Trust Company Limited and may be removed by the Corporation for any sufficient reason."*

Insert as Article 4 of the Articles of Association

"The first members of the Station shall be the subscribers to the Memorandum. If at any time a member shall cease to be a member of the Station for any reason or if the Board of Directors shall at any time register an increase of members a new member or members of the Station may be appointed by the Lawes Agricultural Trust Company Limited subject to the prior approval of the Biotechnology and Biological Sciences Research Council and may be removed by the Corporation for any sufficient reason."

*Delete line (b) of Article 15 of the Articles of Association*

*"by at least three members present in person."*

Add as line (b) of Article 15 of the Articles of Association

"by at least five members present in person."

*Delete Article 22 of the Articles of Association*

*"Until otherwise determined by the Station in general meeting, the number of Directors on the Board of Directors may not be more than seven"*

Insert as Article 22.(a) of the Articles of Association

"Until otherwise determined by the Station in general meeting, the number of Directors on the Board of Directors may not be more than fourteen"

Insert as Article 22.(b) of the Articles of Association

"The Board of Directors shall consist of Directors for the time being who shall from time to time be appointed on an *ad hominem* basis in the following manner:

- (i) Six persons nominated by the Lawes Agricultural Trust Company Limited.
- (ii) Five persons nominated by the Biotechnology and Biological Sciences Research Council.
- (iii) One person nominated by the Scottish Executive Rural Affairs Department.
- (iv) One person nominated by the National Farmers Union
- (v) One person to be nominated by both the Lawes Agricultural Trust Company Limited and the Biotechnology and Biological Sciences Research Station to act as Chairman of the Station."

*Delete Article 23 of the Articles of Association*

*"The Directors shall be appointed by the members for five years but be eligible for re-election as provided by Article 34.*

*The Board of Directors shall appoint one of their number to be Chairman, and one to be Vice Chairman."*

Insert as Article 23 of the Articles of Association

"The Directors shall be appointed for a term expiring at the Annual General Meeting of the Station following the fourth anniversary of their date of appointment or last election but be eligible for re-election as provided by Article 34

The Board of Directors shall appoint one of their number to be Vice Chairman."

*Delete Article 26 of the Articles of Association*

*"Notwithstanding any other provisions of these Articles any person may be appointed by the Lawes Agricultural Trust Company Limited to fill a casual vacancy or ( subject to Article 22 ) as an addition to the Board of Directors. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the Board of Directors on the day on which the Director in whose place he is appointed was last elected such a Director."*

*Insert as Article 26 of the Articles of Association*

*"Notwithstanding any other provisions of these Articles any person may be nominated for appointment by the appropriate nominating body to fill a casual vacancy or ( subject to Article 22 ) as an addition to the Board of Directors."*

*Insert as Article 32.(f)*

*"has his nomination revoked by the appropriate nominating body"*

*Delete Article 36 of the Articles of Association*

*"The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and until so fixed shall be two."*

*Insert as Article 36 of the Articles of Association*

*"The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and until so fixed shall be five."*

*Delete the heading SECRETARY before Article 45 of the Articles of Association*

*Insert the heading DIRECTOR AND SECRETARY before Article 45 of the Articles of Association*

*Delete Article 45 of the Articles of Association*

*"Subject to the Act the Secretary shall be appointed by the Board of Directors for such term, at such remuneration ( if any ) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Board of Directors."*

Insert as Article 45.(a) of the Articles of Association

"The Board of Directors may from time to time, with the prior written approval of the Lawes Agricultural Trust Company Limited and the Biotechnology and Biological Sciences Research Council, appoint any person, on Biotechnology and Biological Sciences Research Council terms and conditions of employment, whom they may consider suitably qualified to the office of Director of the Station for such period as they may decide and, subject to the terms of any agreement entered into in any particular case and with the prior written approval of the Lawes Agricultural Trust Company Limited and the Biotechnology and Biological Sciences Research Council, may revoke such appointment."

Insert as Article 45.(b) of the Articles of Association

"Subject to the Act, the Board of Directors may from time to time, with the prior written approval of the Lawes Agricultural Trust Company Limited and the Biotechnology and Biological Sciences Research Council, appoint any person, on Biotechnology and Biological Sciences Research Council terms and conditions of employment, whom they may consider suitably qualified to the office of Secretary for such period as they may decide and, subject to the terms of any agreement entered into in any particular case and with the prior written approval of the Lawes Agricultural Trust Company Limited and the Biotechnology and Biological Sciences Research Council, may revoke such appointment."

Signed: Professor E C Cocking DSc, FRS

*E. C. Cocking*

Signed: Mr A F Pemberton MA, FRAGS

Signed: Mr I G T Ferguson

Signed: Dr M W Elves LLB, DSc, FIBiol



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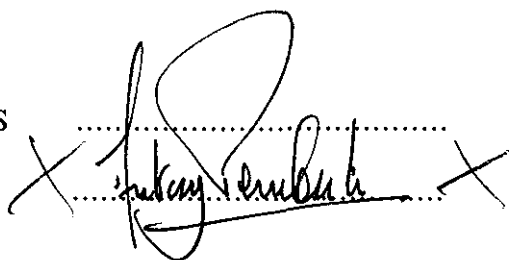
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*[Handwritten signature]*

