

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

-of-

MANORMEADOW LIMITED
Company Number 3498740

By a Written Resolution the sole member of the Company dated 21st April 1998
the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3 (A) to (D) inclusive and 3 (F) to (K) in their entirety and the substitution of new Clause in the form set out below:

- 3 i). The Company is established for the purposes of carrying out such of the following purposes as are exclusively charitable:
- a) To reclaim, remedy, restore or carry out any other operation that facilitates the economic, social or environmental use of land where its use has been prevented or restricted because of previous use;
 - b) To carry out any operation intended to prevent or reduce any potential for pollution or to remedy or mitigate the effects of any pollution on land polluted by a previous activity;
 - c) To promote research and development, education and the collection and dissemination of information relating to waste management practices to encourage the use of more sustainable waste management practices
 - e) To maintain, repair or restore a building or other structure which is a place of religious worship or of historic or architectural interest where it is for the protection of the environment;
 - f) To benefit such other objects as may be approved for the purposes of and by any re-enactment of the Landfill Tax Regulations 1996 from time to time.



ii) in furtherance of the principal objects but not otherwise the Company shall have power:

- a) 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;
- b) To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- c) To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- e) To take and accept any gift of money, property or other assets whether subject to any special trust or not;
- f) 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 Company in the shape of donations, subscriptions or otherwise;
- g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- h) To invest moneys of the Company not immediately required for its purpose 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;
- i) To make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- j) To undertake and execute charitable trusts;
- k) To engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- l) To amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their Members at least to the same extent as such payments

or distributions are prohibited in the case of Members of the Company by this Memorandum of Association;

- m) To pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- n) To do all such other lawful things as shall further the attainment of the objects of the Company or any of them;

Clause 3 (E) shall be renumbered as Clause 3 ii) d)

THAT the Memorandum of Association of the Company be amended by:

the deletion of the word '*companies*' after the words 'full payment of' in Clause 5 and the insertion of the words '*of the Company*' after 'liabilities' in Clause 5;

the insertion of '*and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or employee of the Company*' at the end of Sub Clause 6(a);

the insertion '*for premises*' after payment in Sub Clause 6(d);

the insertion of a new Sub Clause 6(f) '*of fees, remuneration or other benefit in money or money's worth to a company of which a Member or Director of the Company may be a member or holding not more than one hundredth part of the capital of such company*';

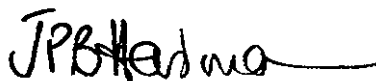
the insertion of a new Sub Clause 6(g) '*of reasonable remuneration to any director for services undertaken in the administration of the Company: provided that a Director withdraws from any meeting whilst his or her remuneration is being discussed*'.

the deletion of 'institution or institutions' in after the word 'other' in Clause 7 and the substitution of '*charitable body or bodies*';

the insertion of '*among its or their members*' after the words 'income and property' in Clause 7

the deletion of 'institution or institutions' in after the word 'such' in Clause 7 and the substitution of '*body or bodies*'.

THAT the draft Regulations attached hereto and initialled by the Member for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

A handwritten signature in dark ink, appearing to read "JPB Harma", with a long horizontal flourish extending to the right.

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for and on behalf of the South West
England Environmental Trust