

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

SPECIAL RESOLUTION

of

ENERGY ACTION SCOTLAND

(Company Number: SC101660)



At an annual general meeting of Energy Action Scotland held at The Erskine Bridge Hotel, Riverfront, Erskine, Renfrewshire PA8 6AN on 9 November 2005 at 4 45 pm, the following resolution was duly passed as a special resolution of the Company

That the articles of association of the company be altered

- (a) by inserting ““electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000”, in article 1, immediately following the definition of “the Secretary”,
- (b) by inserting “(either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications)” in article 49, immediately following the words “shall be given”;
- (c) by deleting article 67 and replacing it with.

“67. A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting)

- (a) shall lodge with the company, at the company’s registered office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed by one of its appropriate officers, or
- (b) shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting)

67A An instrument of proxy or electronic communication containing the appointment of a proxy which does not conform with the provisions of

article 67 or which is not lodged in accordance with such provisions shall be invalid ”

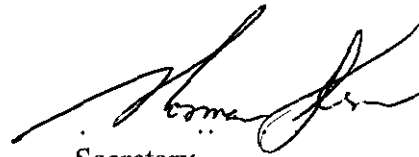
(d) by inserting “(or, in the case of notice of termination given via an electronic communication, at such address as may have been notified to the members by the company for that purpose)” in article 69, immediately following the words “at the registered office”,

(e) by amending article 142 to read as follows

142 “Any notice in pursuance of these articles shall be given either in writing or by way of an electronic communication, such a notice may be given personally to the member *or* be sent by post in a pre paid envelope addressed to the member or Associate Member at the address last intimated by him/her/it to the company *or* (in the case of a member or Associate Member who/which has notified the company of an address to be used for the purpose of electronic communications) may be given to the member/Associate Member by way of an electronic communication ”

(f) by inserting the following immediately after article 143

“143A Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators ”



Secretary

Dated 15/November 2007

Registered office

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Ingram House
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