Company No: 11314957

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
RESOLUTION IN WRITING
of
CENTRE FOR ECOLOGY & HYDROLOGY
(“Company”)

Passed the 18th day of September 2019

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

1. THAT, the Articles of Association of the Company be and are hereby amended by:

1.1 the deletion of existing Article 3 and the insertion in its place of a new Article 3, as follows:

"3.1 The Company’s objects are for the benefit of the public, within the United Kingdom and overseas:

3.1.1 To advance science, in particular, through:

3.1.1.1 carrying out pure and applied scientific research in terrestrial and aquatic environments (nationally and internationally) including their interactions with the atmosphere, and publishing the useful results of such research; and

3.1.1.2 delivering scientific expertise in terrestrial and aquatic environments (nationally and internationally) including their interaction with the atmosphere.

3.1.2 To advance education in the environment and environmental sciences, and sustainable development, in particular through the promotion of research, the publication and dissemination of the useful results of such research, the training of research scientists of the future, and the distribution of materials that educate the public about these subjects.

3.1.3 To promote sustainable development for the benefit of the public by:

3.1.3.1 promoting the preservation, conservation, protection and improvement of the environment and the prudent use of natural resources; and

3.1.3.2 the promotion of sustainable means of achieving economic growth and regeneration.

“Sustainable development” means “development that meets the needs of the present without compromising the ability of future generations to meet their own needs”.

3.2 Nothing in these Articles shall authorise an application of the property of the Company for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.”
1.2 the deletion of existing Article 6.5 and the insertion in its place of a new Article 6.5, as follows:

"6.5 Subject to Article 6.6:

6.5.1 a Director (or Directors) on the authority of a Directors’ meeting may be paid an annual fee for acting as a Director of the Company;

6.5.2 and the prior written authorisation of the Commission a Director may be paid an annual fee for acting as a director of a subsidiary of the Company.”

Signed

[Signature]

Director

Dated 18/9 2019