

Company No SC162633

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AMCOL SCOTLAND LIMITED

19th June 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company proposed that the following resolution be passed as a special resolution ("the Resolution")

- 1 That the Memorandum and Articles of Association attached hereto be and are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for all other Memoranda and Articles of Association of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution


WE, the undersigned, being or representing the sole member of the Company for the time being entitled to vote on the Resolution on 19th June 2008 hereby irrevocably agree to the Resolution

Name of Shareholder

Signature

Date of Signature

Lanarkshire Education Trust



19th June 2008



**THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

of

**AMCOL SCOTLAND LIMITED
(Adopted by Written Resolution passed on 19th June 2008)**

1 The Regulations contained in Table A in the Schedule to the companies (Tables A to F) Regulations 1985 as amended by the companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company

2 Regulations 5, 8, 33, 64, 73 to 75 inclusive, 80, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of section 36B of the Act",

Regulation 24 by the addition of the words "*(in their absolute discretion and without assigning any reason therefor)*" between the words "may" and "refuse" and the deletion of the words "which is not" and the substitution of the words "whether or not it is",

Regulation 32 by the deletion of paragraph (a) and the consequential re lettering of the subsequent paragraphs and the addition to the original paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share",

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the company shall have only one member, one member present in person or by proxy shall be a quorum",

Regulation 46 by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by the chairman or by any person present entitled to vote upon the business to be transacted.",

Regulation 54 by the addition of the words "or by proxy" between the words "vote," and "shall" and the words "fully paid" between the words "every" and "share".

Regulation 66 by the addition of the words "*(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)*" between the words "shall" and "be".

Regulation 67 by the deletion of the words from "but" until the end,

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co opt as a member or members of the committee for any specific purposes any person, or persons, not being a Director of the Company " at the end,

Regulation 76 by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear,

Regulation 77 by the deletion of the words "*(other than a director retiring by rotation at the meeting)*", "or reappointment" and "or reappointed" each time they appear,

Regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire",

Regulation 79 by the deletion of the second and third sentences,

Regulation 82 by the addition of the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as",

Regulation 84 by the addition of the words "Unless the contrary shall be provided in the terms of his appointment" at the beginning of the third sentence and the deletion of the fourth sentence,

Regulation 85 (c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not", and

Regulation 115 by the deletion of the number "48" and the substitution of the number "24"

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa, words importing any gender shall include the other genders, and words importing natural persons shall include corporations and vice versa

SHARE CAPITAL

3 1 The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit, provided that

(a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the company from time to time while this authority is in force, and

(b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

3 2 Section 89(1) of the Act shall not apply to any allotment of shares in the Company

3 3 The Company may by Special Resolution increase its share capital by new shares of such amount as the resolution prescribes

4 The company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the company Notwithstanding any such recognition, the company shall not be bound to see to the execution, administration or observance of any trust (whether express, implied or constructive) in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the holders of such shares as if they were the absolute owners thereof For the purposes of this Article, "trust" includes any right in respect of any shares of the company other than an absolute right thereto in the holder thereof for the time being or such other rights in case of transmission thereof as are mentioned in Table A

LIEN

- 5 The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other payments or distributions payable or distributable thereon or in respect thereof.

ISSUE OF SHARES

- 6.1 Except with the consent in writing of all the holders of the fully paid shares of the Company, any shares in the capital of the company which are from time to time unissued shall, before issue, be offered by the Directors in the first instance to all holders of fully paid shares of the Company at the date of the offer. Every such offer shall be in writing, shall be in identical terms for each holder, shall state the number of the shares to be issued, the terms of issue, the aggregate number of shares in issue in the capital of the Company (differentiating between fully paid and partly or nil paid shares), the number of shares held by the holder to whom the offer is addressed (differentiating between fully paid and partly or nil paid shares) and shall be subject to the following conditions, which shall be incorporated in such offer:
- (a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of 14 days from the date of service of the said offer,
 - (b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer, the holders accepting shall be entitled to receive, and bound to accept, an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the proportion which the number of fully paid shares held by the accepting holder bears to the aggregate number of fully paid shares held by all the accepting holders at the date of the offer, whichever number be less, and
 - (c) that any holders to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive, and bound to accept, an allocation among them of any surplus

shares in proportion, as nearly as may be, to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid

The regulations regarding the service of notices contained in Table A shall apply to any offers made by the Directors in terms of this Article

6 2 Directors may within three months after the date of such offer dispose of any shares comprised therein and not accepted as aforesaid to such person or persons as they may think fit but only at the same price and upon the same terms as to payment, if any, as were specified in such offer

NUMBER OF DIRECTORS

7 (a) The number of Directors (*other than alternate Directors*) shall not be subject to any maximum or minimum. In the event of there being a sole Director the Articles shall be construed accordingly

(b) The office of Director shall be vacated if the Director

- (i) Becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (ii) becomes prohibited from being a Director by reason of any order made under Section 1 of the Company Directors Disqualification Act 1986,
- (iii) Becomes of unsound mind,
- (iv) Resigns his office by notice in writing to the Company,
- (v) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act,

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted

POWERS OF DIRECTORS

8 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the company in such manner as they think fit, including the

exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company

PROCEEDINGS OF DIRECTORS

9 A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors

10 Any Director (*including an alternate Director*), or member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

SPECIAL ARTICLE

11 If a poll be demanded on any resolution to delete or amend or affect the import of the provisions of Article 6 or this Article, then any member voting against such resolution shall have on a poll four times the number of votes of all the other members and Regulation 54 of Table A shall be modified accordingly

REMUNERATION OF DIRECTORS

12 Any Director who is also an employee of the Company shall not be present at any meetings at which his or her appointment, conditions of service or remuneration are discussed or voted upon and any Director who is also an employee shall not vote upon any appointment, conditions of service or remuneration of any other employee of the Company The maximum amount of the remuneration to be paid to any Director who is also an employee of the Company shall be set out in a written agreement, shall be reasonable in all of the circumstances and the Directors generally shall be satisfied that it is in the best interests of the Company to employ and to remunerate such Director in such a manner At all times, the number of Directors employed and remunerated by the Company shall be less than half of the total number of Directors from time to time

INDEMNITY

13 Subject to the provisions of the Act, every Director or other officer of the company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur

- (a) in defending any proceedings, whether civil or criminal, in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty in his part, or
- (b) in connection with any application under section 144 (3) or (4) or section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company

NAMES AND ADDRESSES OF SUBSCRIBERS

**M D Directors Limited
70 Wellington Street
GLASGOW**

**M D Secretaries Limited
70 Wellington Street
GLASGOW**

Dated 4th January 1996

Witness to the above signatures

**Sheena Connor
24 Great King Street
Edinburgh EH3 6QN**

Company Registration Agent