

**Special Resolution
of
Freedom Food Limited
Company Registration No. 2723670
Passed on 8th June 2000**

At an extraordinary general meeting of the above named Company duly convened and held at the offices of Hammond Communications Limited, 31 Welbeck Street, London, W1M 7PG on the date specified above, the following resolution was duly passed as a Special Resolution of the Company:

It was resolved that the Articles of Association of the Company be amended by the deletion of Article 8 of those Articles and the substitution of the following Article therefor:-

- "8(a) The minimum number of Directors of the Company shall be five but shall not be subject to any maximum and shall include:-
- (i) Four Directors to be appointed for the time being by the Council of the RSPCA in accordance with such procedures as shall be determined by Council for that purpose; and
 - (ii) The Director General for the time being of the RSPCA by virtue of his office.
- (b) Directors appointed in accordance with the provisions of Article 8(a) shall hold office:-
- (i) In the case of any Director appointed in accordance with Article 8(a)(i) for one year from the date of his or her appointment;
 - (ii) In the case of any Director holding office in accordance with Article 8(a)(ii) by virtue of and for such period as he or she shall retain the office referred in that Article.

Accordingly for the purpose of these Articles in determining the appointment and retirement of Directors Regulations 73 to 77 and Regulation 80 shall not apply to any Director appointed in accordance with the provisions of Article 8(a) but Regulations 78 and 79 shall apply but so that any Director appointed to fill a casual vacancy shall hold office for the residue of the term of office of the Director he replaces.

- (c) Directors appointed otherwise than in accordance with the provision of Article 8(a) shall hold office in accordance with the Regulations and accordingly Regulations 73 to 80 shall apply to the appointment and retirement of those Directors.
- (d) Any Director, whether or not appointed under the provisions of Article 8(a) who is a Council Member of the RSPCA or an employee of the RSPCA shall cease to hold office as a Director of the Company if he resigns as a Member of the Council of the RSPCA or resigns as an employee of the RSPCA.



- (e) The last sentence of Regulation 84 shall apply to the Company in connection with any Director subject to retirement by rotation.

The above Resolution was duly and properly passed by the appropriate majority as required under the Company's Memorandum and Articles in accordance with the Companies Acts 1985-89."

THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed 8th June 2000)
OF
FREEDOM FOOD LIMITED

PRELIMINARY

1. (a) The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and shall be deemed to form part of these Articles. References herein to regulations are to regulations in Table A unless otherwise stated.
- (b) In these Articles the expression the Act means the Companies Act, 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the Company may be registered as a Company having only one Member or subsequently become so after incorporation. Whenever there shall be only one Member of the Company such Member may act alone in exercising all the powers, discretions and authorities vested in the Members. If the Company either becomes a Company with only one Member having being registered with more than one or becomes a Company with more than one Member having been registered with only one it shall insert a statement to appropriate effect in the Register of Members and the date of the occurrence in accordance with Section 352A of the Act.

DEFINITIONS

3. In these Articles unless the context otherwise requires:

"these Articles	means the Articles of Association in their present form or as from time to time altered.
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"R.S.P.C.A."	means the Royal Society for the Prevention of Cruelty to Animals.
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"Director"	means a Director of the Company.
"The Board"	means the Board of Directors of the Company or the Directors present at a meeting of the Board of Directors of the Company in each case at which a quorum is present.
"Member"	means a Member of the Company.
"Advisory Board"	means a Board of people drawn from industries and other parties interested in promoting the Company's main objectives.

SHARE CAPITAL

4. The share capital of the Company is £100.00 divided into 100 Ordinary Shares of £1 each.

SHARES

5. (a) The Directors are, with the consent of the R.S.P.C.A. , generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- (b) Pursuant to Section 91 of the Companies Act 1985, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company.
- (c) No share or shares in the Company may be issued by the Company or its Directors to be held by any institution other than the R.S.P.C.A. or some other Charity with the same or similar objects to the R.S.P.C.A. and Regulations 2 to 5 shall be amended and construed accordingly.
- (d) Regulation 35 shall not apply to the Company.
- (e) No part of the income or property of the Company shall be applied otherwise than in furtherance of the objects of the Company and no share or other rights in the company shall confer any right or entitlement to any Dividend or entitlement to the assets of the Company unless such share or right shall be

held by the R.S.P.C.A. or some other Charity established for the same or similar objects as the R.S.P.C.A., and the Regulations shall be amended and construed accordingly.

LIEN

6. The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of the registered holder thereof for all monies presently payable by the Member to the Company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

7. Any transfer of shares in the Company can only be transferred to another Charity with the same or similar object as the R.S.P.C.A. Regulation 24 shall not apply to the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 8.(a) The Minimum number of Directors of the Company shall be five but shall not be subject to any maximum and shall include:-
- (i) Four Directors to be appointed for the time being by the Council of the RSPCA in accordance with such procedures as shall be determined by Council for that purpose; and
 - (ii) The Director General for the time being of the RSPCA by virtue of his office.
- (b) Directors appointed in accordance with the provisions of Article 8(a) shall hold office: -
- (i) In the case of any Director appointed in accordance with Article 8(a)(i) for one year from the date of his or her appointment;
 - (ii) In the case of any Director holding office in accordance with Article 8(a)(ii) by virtue of and for such period as he or she shall retain the office referred in that Article.

Accordingly for the purpose of these Articles in determining the appointment and retirement of Directors Regulations 73 to 77 and Regulation 80 shall not apply to any Director appointed in accordance with the provisions of Article 8(a) but Regulations 78 and 79 shall apply but so that any Director appointed to fill a casual vacancy shall hold office for the residue of the term of office of the Director he replaces.

- (c) Directors appointed otherwise then in accordance with the provision of Article 8(a) shall hold office in accordance with the Regulations and accordingly Regulations 73 to 80 shall apply to the appointment and retirement of those Directors.
- (d) Any Director, whether or not appointed under the provisions of Article 8(a) who is a Council Member of the RSPCA or an employee of the RSPCA shall cease to hold office as a Director of the Company if he resigns as a Member of the Council of the RSPCA or resigns as an employee of the RSPCA.
- (e) The last sentence of Regulation 84 shall apply to the Company in connection with any Director subject to retirement by rotation.

BORROWING POWER

- 9. The Directors may, with the consent of the R.S.P.C.A., exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 10. The Directors shall be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Any director who is an officer of the Council of the R.S.P.C.A. shall not be entitled to any remuneration other than reasonable out-of-pocket expenses.
- 11. Any other Director, who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.
- 12. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four.
- 13. In the case of an equality of votes, the Chairman shall have a casting vote.

DIRECTORS' INTERESTS

- 14. No member of the Board of Directors shall acquire any interest in the property belonging to the Company (otherwise than as Trustee for the

Company) or receive remuneration or be interested (otherwise than as a Board Member) in any contract entered into by the Directors.

NOTICES

15. A notice served by post shall be deemed to be given at the expiration of twenty-four hours (or, where second class mail is employed, forty-eight hours) after the time when the cover containing the same is posted. Regulation 115 shall be modified accordingly.

SEAL

16. The Directors shall decide whether the Company shall have seal and if so shall provide for the safe custody of the Seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary to by a second Director or by some other person appointed by the Directors for the purpose. Regulation 101 of Table A shall not apply.
17. (a) Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have the power to purchase and maintain for any Director, officer or auditor of the Company insurance against such liability as is referred to in Section 310(1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989. Regulation 118 shall not apply to the Company.

ALTERATION TO THE ARTICLES

18. (i) Subject to the following provisions of this Clause, the Articles may be altered by a Resolution passed by the member present and voting at a general meeting. The notice of the general meeting must include notice of the Resolution, setting out the terms of the alteration proposed.

- (ii) No amendment may be made without prior approval of the Council of the R.S.P.C.A.

DISSOLUTION

19. If the Directors decide that it is necessary or advisable to dissolve the Company it shall call a meeting of all the members of which not less than 21 days notice (stating the terms of the Resolution to be proposed) shall be given. If the proposal is confirmed by a 75% majority of those present and voting the Directors shall have the power to realise any assets held by or on behalf of the Company. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the R.S.P.C.A.