



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 7004961

The Registrar of Companies for England and Wales hereby certifies that

**ABBEY LLAMAS LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **29th August 2009**



**\*N07004961E\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

THE COMPANIES ACTS 1985, 1989 AND 2006

TABLE C

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ABBEY LLAMAS LIMITED

FRIDAY



A28

\*A7RBGCS3\*

28/08/2009

COMPANIES HOUSE

146

- 1 The company's name is ABBEY LLAMAS LIMITED.
  - 2 The company's registered office is to be situated in England and Wales. The company's objects are:
    - 3.1 To promote health and welling being of adults and young people by "walking with llamas/alpacas".
    - 3.2 To provide a service which will assist individual rehabilitation and promote social inclusion.
- and the doing of all such other things as are incidental to the attainment of said objects.
- 4 The liability of the members is limited.
  - 5 Every member of the company undertakes to contribute such amount as may be required (not exceeding £100) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

Francesca Mack  
The Laws, High Street, Turvey, MK43 8DB

*Francesca Mack.*  
*Janie Stanbridge*

Witness to the above signatures:

(Signature of Witness)

Witness Name: JANIE STANBRIDGE

Witness Address: 5, LAWS CLOSE  
TURVEY  
BEDS.  
MK 43 8DB

(Date) 27<sup>th</sup> August 2009.

**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ABBEY LLAMAS LIMITED**  
**PRELIMINARY**

**1 In these Articles:**

"the Act" means the Companies Acts 1985 and 1989, and any amendment, extension or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association or such as are in force from time to time;

"the Council" means the Board of Directors of the Company;

"the Company" means ABBEY LLAMAS LIMITED  
;

"Member" means a member for the time being of the Company;

"the Office" means the Registered Office for the time being of the Company;

"the Seal" means the common seal of the Company if it has one;

"the United Kingdom" means Great Britain and Northern Ireland;

expressions referring to "writing" shall, unless otherwise stated, be construed as including references to printing, lithography and other means of representing or reproducing words in a visible form;

words importing the singular shall include the plural, and vice versa, words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

**MEMBERSHIP**

- 2** The Company is established for the purposes outlined in the Memorandum of Association.
- 3** The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless he is approved by the Council. Every person who wishes to become a Member of the Company shall deliver to the Company an application for Membership in such form and by such means as the Council requires executed by him.
- 4** A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

- 5 The Council may at its discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Council.

#### **GENERAL MEETINGS**

- 6 Unless the Company has elected by elective resolution to dispense with the holding of Annual General Meetings the Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- 7 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8 The Council may call Extraordinary General Meetings.
- 9 The Members of the Company may require that the Council convenes an Extraordinary General Meeting as provided by Section 368 of the Act.
- 10 If at any time there are not within the United Kingdom sufficient Directors to form a quorum, any Director or any two Members of the Company may convene such an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

#### **NOTICE OF GENERAL MEETINGS**

- 11 An Annual General Meeting and any meeting called for the passing of a special resolution or an elective resolution shall be called by 21 days' notice in writing at least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution or an elective resolution shall be called by 14 days' notice in writing at the least. Either notice shall be exclusive of the day on which it is given and of the day for which it is given, and shall specify the place, day and hour of the meeting, and in case of special business the general nature of the business, and shall be given to the Members and to the Auditor, in the manner hereinafter mentioned or in such other manner as may be prescribed by the Company in General Meeting: Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
- 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 13 All business shall be deemed special business that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with exception of the consideration and adoption of the accounts and balance sheets of the Company, consideration of the reports of the Chairman and Auditor, the election

1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 2679, 26

[illegible]

the 1990s, the number of people in the United States who are 65 years of age or older is projected to increase from 20 million to 30 million, and the number of people 75 years of age or older is projected to increase from 10 million to 15 million (U.S. Census Bureau, 1997).

[illegible]

— *Journal of the American Medical Association*, 1997

the 1990s, the number of people in the world who are undernourished has declined from 1.1 billion to 800 million. The number of people who are malnourished has declined from 1.5 billion to 1 billion. The number of people who are obese has increased from 100 million to 300 million. The number of people who are overweight has increased from 100 million to 300 million. The number of people who are undernourished has declined from 1.1 billion to 800 million. The number of people who are malnourished has declined from 1.5 billion to 1 billion. The number of people who are obese has increased from 100 million to 300 million. The number of people who are overweight has increased from 100 million to 300 million.

[illegible]

10/10/1964

• *Journal of the American Medical Association*, 1997; 277: 1001-1005

or re-election of Directors in place of those retiring, and the appointment and remuneration of the Auditor.

- 14 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two directors. Members present in person shall be a quorum.
- 15 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 16 The Chairman (if any) of the Company shall preside as Chairman at every General Meeting of the Company, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present shall choose one of the Directors present, or if all Directors decline to take the chair, they shall choose some Member of the Company who shall be present to be Chairman of the meeting.
- 17 The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting. Save as aforesaid, Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 18 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or by at least two Members present in person or by proxy and unless a poll be so demanded, a declaration by the Chairman of that meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.
- 19 Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 21 A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 22 Subject to the provisions of the Act, a resolution in writing executed by or on behalf of all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at

the 1990s, the number of people in the world who are under 15 years of age is expected to increase by 1.5 billion, from 1.1 billion in 1990 to 2.6 billion in 2010. The number of people aged 65 and over is expected to increase by 1.1 billion, from 0.3 billion in 1990 to 1.4 billion in 2010. The number of people aged 15-64 is expected to increase by 1.1 billion, from 1.7 billion in 1990 to 2.8 billion in 2010. The number of people aged 65 and over is expected to increase by 1.1 billion, from 0.3 billion in 1990 to 1.4 billion in 2010. The number of people aged 15-64 is expected to increase by 1.1 billion, from 1.7 billion in 1990 to 2.8 billion in 2010.

Figure 1. The effect of the concentration of the *Agrobacterium* suspension on the transformation efficiency of *Agrobacterium* strains. The concentration of the *Agrobacterium* suspension was 10<sup>6</sup> cells/ml (A), 10<sup>7</sup> cells/ml (B), 10<sup>8</sup> cells/ml (C), and 10<sup>9</sup> cells/ml (D). The concentration of the *Agrobacterium* suspension was 10<sup>6</sup> cells/ml (A), 10<sup>7</sup> cells/ml (B), 10<sup>8</sup> cells/ml (C), and 10<sup>9</sup> cells/ml (D). The concentration of the *Agrobacterium* suspension was 10<sup>6</sup> cells/ml (A), 10<sup>7</sup> cells/ml (B), 10<sup>8</sup> cells/ml (C), and 10<sup>9</sup> cells/ml (D). The concentration of the *Agrobacterium* suspension was 10<sup>6</sup> cells/ml (A), 10<sup>7</sup> cells/ml (B), 10<sup>8</sup> cells/ml (C), and 10<sup>9</sup> cells/ml (D).

a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each executed by or behalf of one or more Members.

#### VOTES OF MEMBERS

- 23 At General Meetings of the Company, each Member shall be entitled to one vote.
- 24 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another Member, at any General Meeting.
- 25 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 26 On a poll votes may be given personally or by proxy.
- 27 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and shall be in the following form:

*I/We  
of  
being a Member of  
hereby appoint  
of  
and failing him  
of  
as my proxy to vote for me on my behalf at the Annual/Extraordinary General  
Meeting of the Company to be held on  
and at any adjournment thereof.*

*This form of proxy is to be used in respect of the resolutions mentioned below  
as follows:*

*Resolution No 1            for            against*

*Resolution No 2            for            against*

*Resolution No etc        for            against*

*[Indicate whichever is desired]*

*Unless instructed to vote in a particular way the proxy holder may vote as he  
thinks fit or may abstain from voting.*

*Signed on [date]*

*Note: If you intend to send this proxy in hard copy form please return it to  
the following address to arrive on or before [date]*

*[address]*

*If returning this proxy in electronic form please send it to the following  
address to arrive on or before [date]*



[address]

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 28 The instrument appointing a proxy and any authority under which it is signed or a notarially certified copy thereof shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the right to vote shall not be exercisable.

#### **DIRECTORS**

- 29 The number of Directors shall not be less than two nor more than four.  
30 The first Directors of the Company shall be those persons notified to Companies House as the first Directors of the Company.
- 31 The Council may from time to time appoint any Member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum is not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 32 At every Annual General Meeting one-third of the Directors shall retire from office, the persons to retire at the first Annual General Meeting being determined by agreement between the Directors and in default of agreement determined by lot. If their number is not a multiple of three, the number nearest to one-third of them shall retire from office and thereafter at subsequent Annual General Meetings those to retire from office shall be those who have been longest in office since their last election to office. As between members of equal seniority, the members to retire shall in default of agreement be determined by lot. A retiring Director shall be eligible for re-election.
- 33 The Company may in General Meeting:
- (a) increase or decrease the number of members of the Council; and
  - (b) determine what rotation such increased or decreased number shall retire and may make the appointments necessary for effecting such increase.
- 34 No person other than a Director retiring by rotation may be appointed a Director at any Annual General Meeting unless:
- (a) he or she is recommended for re-election by the Council; or
  - (b) not less than 14 nor more than 28 days before the date of the meeting, the Company is given a notice that:
    - (i) is signed by a member entitled to vote at the meeting;
    - (ii) states the Member's intention to propose the appointment of a person as a Director;
    - (iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
    - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

The first part of the report deals with the general situation of the country. It is a very interesting and informative study of the country's development. The author has done a great deal of research and has gathered a wealth of material. The report is well written and is a valuable contribution to the study of the country's development.

### THE COUNTRY

The country is a very large and fertile one. It is a very important country and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world.

The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world.

The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world.

The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world.

The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world. The country is a very important part of the world and is a very important part of the world.

- 35 All Members who are entitled to receive notice of an Annual General Meeting must be given not less than seven nor more than 28 clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

#### **POWERS OF DIRECTORS**

- 36 The entire business of the Company shall be arranged and managed by the Council who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of the Act and the Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting; and no such regulation made by the Company shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- 37 The Council may act notwithstanding any vacancy in their body, provided always that in case the number of Directors shall at any time be reduced to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in the Council, or of summoning a General Meeting, but not for any other purpose.

#### **DISQUALIFICATION OF DIRECTORS**

- 38 The office of a Director shall be vacated if:
- (a) the Council pass a resolution by a three-fourths majority that it is desirable that the Director should cease to be a Director;
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) if he becomes of unsound mind or for any reason becomes incapable of managing his affairs;
  - (d) if he ceases to be a Member of the Company;
  - (e) if by notice in writing to the Company he resigns his office;
  - (f) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

#### **PROCEEDINGS OF THE DIRECTORS**

- 39 Meetings of the Council shall be held at such times and such places as the Council may from time to time direct. The quorum at any meeting of the Directors shall be two Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 40 A Director may, and on the request of a Director the Secretary shall at any time, convene a meeting of the Council by notice served upon the Directors. A Director who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Council.
- 41 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for

1. The first part of the report deals with the general situation of the country and the progress of the work during the year.

2. The second part of the report deals with the results of the work during the year. It is divided into two main sections: the first section deals with the results of the work in the field of research and the second section deals with the results of the work in the field of administration.

3. The third part of the report deals with the financial situation of the institution during the year. It contains a detailed statement of the income and expenditure of the institution.

4. The fourth part of the report deals with the personnel of the institution during the year. It contains a list of the names of the staff members and a brief description of their duties.

5. The fifth part of the report deals with the future plans of the institution. It contains a list of the projects which are planned for the next year.

6. The sixth part of the report deals with the conclusions of the work during the year. It contains a summary of the main findings of the work and a list of the recommendations which are made.

7. The seventh part of the report deals with the appendixes. It contains a list of the names of the persons who have assisted in the work and a list of the names of the institutions which have provided assistance.

holding the meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting.

- 42 The Council shall have full power to appoint committees and may delegate to such committees all such duties, powers and privileges as they may think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. No resolution of a meeting of a committee shall be binding on the Company until confirmed by the Council at a subsequent meeting.
- 43 All acts bona fide done by the Directors or by any committee, or by any person or persons acting as a member or members thereof, shall, notwithstanding that it may afterwards be discovered that there was any defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or a member of the committee.
- 44 A resolution in writing signed by all the Directors for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### **SECRETARY**

- 45 Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

#### **ACCOUNTS AND AUDIT**

- 46 The Council shall cause proper books of account to be kept in accordance with the requirements of the Act.
- 47 The books of account of the Company shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of all Members.
- 48 The Council shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Auditor's report on those accounts to the Auditors and to every person entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.
- 49 An Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.
- 50 In accordance with the Act at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Auditor or Auditors.

#### **MINUTES**

- 51 Correct Minutes of the proceedings of the Company and of the Council and of any committees of the Directors shall be taken and shall be kept at the Office by the

1. The first part of the report discusses the general situation of the country and the progress of the work in the various departments. It also mentions the results of the recent elections and the state of the economy.

2. The second part of the report deals with the internal affairs of the country, including the administration of justice, the education system, and the health services. It also mentions the progress of the various public works projects.

3. The third part of the report discusses the external affairs of the country, including the relations with the neighboring countries and the international community. It also mentions the progress of the various diplomatic missions.

4. The fourth part of the report discusses the progress of the various public works projects, including the construction of roads, bridges, and railways. It also mentions the progress of the various social welfare projects.

5. The fifth part of the report discusses the progress of the various educational projects, including the construction of schools and the improvement of the curriculum. It also mentions the progress of the various research projects.

6. The sixth part of the report discusses the progress of the various health projects, including the construction of hospitals and the improvement of the medical services. It also mentions the progress of the various public health projects.

7. The seventh part of the report discusses the progress of the various social welfare projects, including the construction of housing and the improvement of the social services. It also mentions the progress of the various social work projects.

8. The eighth part of the report discusses the progress of the various public works projects, including the construction of roads, bridges, and railways. It also mentions the progress of the various social welfare projects.

9. The ninth part of the report discusses the progress of the various educational projects, including the construction of schools and the improvement of the curriculum. It also mentions the progress of the various research projects.

10. The tenth part of the report discusses the progress of the various health projects, including the construction of hospitals and the improvement of the medical services. It also mentions the progress of the various public health projects.

Secretary or by such other person as the Council may from time to time appoint and shall be in such form as the Council may direct.

#### NOTICES

- 52 All notices to Members may be delivered either personally, or by sending them through the post in a prepaid letter, addresses to such Members at their respective registered addresses as appearing in the register of members, and every such notice delivered or posted as aforesaid shall be deemed to have been duly served on the day of delivering or, if sent by post, on the day next following the day on which it shall have been posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.
- 53 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
  - (b) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

#### DISSOLUTION

- 54 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company, but shall be transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity or anything incidental or conducive thereto, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.

#### INDEMNITY

- 55 Subject to the provisions of the Act, every officer or employee of the Company shall be entitled to be indemnified by the Company against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the Company.

#### THE SEAL

- 56 If the Company has a Seal it must only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two Directors.

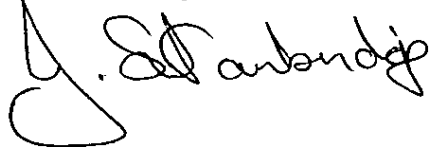
#### NAMES AND ADDRESSES OF SUBSCRIBERS

Francesca Mack  
The Laws House, High Street,  
Turvey MK43 8DB



17<sup>th</sup> August 2009

Witness to the above signatures:



Witness Name: JANIE STANBRIDGE

Witness Address: 5, Laws Close 17<sup>th</sup> August 2009

Turrey  
Beds  
MK 43 8PB





# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

ABBHEY LLAMAS LIMITED

I, ELIZABETH WALKER

of 4 LAWS CLOSE, TURVEY, BEDS MK43 8DB.

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Day Month Year

On

① Please print name.

before me ①

Signed

Date

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

† A Commissioner for Oaths or ~~Notary Public or Justice of the Peace or Solicitor~~

Lesley Adamson FILEX

J. Garrard and Allen

Solicitors

4 High Street  
Olney, Bucks., MK43 4BB

DX number

DX exchange

Companies House receipt date barcode

*This form has been provided free of charge  
by Companies House.*

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



**Companies House**

— for the record

# 10

**Please complete in typescript,  
or in bold black capitals.**

**CHWP000**

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

**Company Name in full**

ABBHEY LLAMAS LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

4 LAWS CLOSE,

HIGH STREET

Post town

TURVEY

County / Region

BEDFORDSHIRE

Postcode

MK43 8DB.

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

Companies House receipt date barcode

***This form has been provided free of charge  
by Companies House***

v 10/03

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF

for companies registered in Scotland

DX 235 Edinburgh

or LP - 4 Edinburgh 2

## Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address **			
Post town			
County / Region		Postcode	
Country			

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	MBE
Forename(s)		JEROME		
Surname		MACK		
Previous forename(s)				
Previous surname(s)				
Address **		THE LAWS HOUSE		
		HIGH STREET		
Post town		TURVEY		
County / Region		BEDFORDSHIRE	Postcode	MK43 8DB
Country		ENGLAND		

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

08

10

19

44

Nationality

AMERICAN

Business occupation

MANAGEMENT CONSULTANT

Other directorships

EQUALITIES ASSOCIATES LIMITED

I consent to act as director of the company named on page 1

Consent signature

Date

10 Aug 09

