File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 07074612

The Registrar of Companies for England and Wales, hereby certifies that

AAP FUNDRAISING LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in ENGLAND/WALES

Given at Companies House, Cardiff, on 12th November 2009

N07074612E

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006

Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **12/11/2009**

X08PQEWU

Company Name in full:	AAP FUNDRAISING LIMITED
Company Type:	**Private limited by shares**
Situation of Registered Office:	**England and Wales**
Proposed Register Office Address:	**PORT LYMPNE WILD ANIMAL PARK PORT LYMPNE LYMPNE ENGLAND CT21 4PD**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary *1*

Type:	**Person**
Full forename(s):	**JEREMY**
Surname:	**BEATTY**
Former names:	
Service Address:	**STONEHOUSE FARM SNARGATE** **ROMNEY MARSH** **ENGLAND** **TN29 9UQ**

Consented to Act: **Y** *Date authorised:* **12/11/2009** *Authenticated:* **YES**

Company Director *1*

Type: **Person**

Full forename(s): **MR ROBERT**

Surname: **O'CONNOR**

Former names:

Service Address: **14 MAGNOLIA DRIVE**
CHARTHAM
CANTERBURY
ENGLAND
CT4 7TG

Country/State Usually Resident: **ENGLAND**

Date of Birth: **23/03/1956** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **12/11/2009** *Authenticated:* **YES**

Company Director 2

Type: **Person**

Full forename(s): **MR JOHN**

Surname: **ASPINALL**

Former names:

Service Address: **HASTINGS HOUSE WALTON STREET**
LONDON
ENGLAND
SW3 1SA

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/05/1960** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **12/11/2009** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	**ORDINARY**	*Number allotted*	**100**
		Aggregate nominal value	**1**
Currency	**GBP**	*Amount paid*	**1**
		Amount unpaid	**0**
Prescribed particulars	**ORDINARY SHARES WITH NO SPECIAL VOTING OR DIVIDED RIGHTS BEYOND THOSE PRESCRIBED IN THE COMPANIES ACT 2006**		

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**100**
		Total aggregate nominal value	**1**

Name: **THE ASPINALL FOUNDATION**

Address:
64
SLOANE STREET
LONDON
ENGLAND
SW1X 9SH

Class of share:	**ORD**
Number of shares:	**100**
Currency:	**GBP**
Nominal value of each share:	**1**
Amount unpaid:	**0**
Amount paid:	**1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **FIRST CLASS COMPANY SERVICES LTD**

Agent's Address: **4TH FLOOR**
3 TENTERDEN STREET HANOVER SQUARE
LONDON
ENGLAND
W1S 1TD

Authorisation

Authoriser Designation: **agent** *Authenticated:* **Yes**

Agent's Name: **FIRST CLASS COMPANY SERVICES LTD**

Agent's Address: **4TH FLOOR**
3 TENTERDEN STREET HANOVER SQUARE
LONDON
ENGLAND
W1S 1TD

Presenter information

Contact Name: **FIRST CLASS COMPANY SERVICES**
Address: **RICHARD JOHN KEENE 1ST CLASS COMPANY SERVICES**
72 NEW BOND STREET
LONDON W1Y 9DD

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

1. The registered name of the Company is : -

AAP FUNDRAISING LIMITED

2. We as the named subscribers to this memorandum wish to be formed into a private limited company pursuant to the provisions of the Companies Act, 2006, and we agree to take the subscriber shares being a minimum of one share: -

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Name of Subscriber

The Aspinall Foundation

Dated this 12th November 2009

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF AAP FUNDRAISING LIMITED

PREAMBLE AND INTERPRETATION

The following interpretations shall be applied to these Articles :

(a) "The Company" means the Company as the name registered in the Memorandum of Association

(b) "The Act" means the Companies Act, 2006, and so as to include all and any further statutory modifications or re-enactment for the time being in force as subsequently made and enacted from time to time whether by statute, statutory instrument or other order.

(c) The Companies (Model Articles) Regulations, 2008, save as specifically modified or excluded by or inconsistent with any Article adopted hereafter, shall constitute the adopted regulations of the Company. "The 2006 Act " means the Companies Act, 2006.

LIMITED LIABILITY

1. The liability of the members shall be limited to the amount (if any) unpaid on the shares held by them.

THE BOARD AND DIRECTOR APPOINTMENTS

2. (a) The minimum number of appointed Directors of the Company shall not be less than one. Any person willing to act as a director and who is not prohibited in law from so acting may be appointed to the board either by way of a decision of the directors or by way of an ordinary resolution of the members.

(b) The number of Directors as appointed from time to time shall constitute the Board of the Company.

(c) The Company by way of the passing of an Ordinary Resolution in General Meeting may determine the maximum number of Directors that may be appointed. Unless and until such time as otherwise determined, there shall be no maximum number.

(d) No Director of the Company shall be required to retire by rotation.

(e) Unless and until so nominated by the Board, no person shall deemed to be eligible to be appointed the position of Director of the Company unless and until not less than fourteen nor more than thirty five clear calendar days have elapsed before the date of holding any General Meeting of the Company and there shall have been lodged with the Company Secretary at the registered office of the Company notice in writing by a Member enabled to attend and vote at any such General Meeting of his intention to propose any such person for election as a Director of the Company and a further notice in writing signed by the person proposed for election as a Director of his consent to be appointed as such a Director.

(f) The Board shall at all times (and until such time as otherwise determined by the Company) retain the power to appoint any person to the position of Director from time to time. Such power shall be exercisable for the purpose of either appointing a further Director of the Company to the Board or in order to fill any casual vacancy that may arise from time to time on the Board. Such power is exercisable without prejudice in any respect to the power of the Company in General Meeting to elect a person so nominated to be a Director of the Company.

(g) The Directors may appoint one of their number to the position of Managing Director or such other executive position as they may determine.

(h) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(i) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have already done.

(j) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to such persons, by such means (including by power of attorney) to such an extent in relation to such matters or territories; and on such conditions or subject to such restrictions as they may see fit. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(k) The directors may revoke any delegation in whole or part or alter its terms of reference at any time.

COMMITTEES OF THE BOARD

3. (a) Committees to which the directors delegate any of their powers must follow procedures which are based as closely as possible on those provisions of the articles which govern the taking of decisions by directors.

(b) The directors may make rules of procedure for committees, which prevail over rules derived from the articles if they are not consistent with them.

NOTICE OF MEETING OF THE DIRECTORS

4. (a) Notice of such meeting of the Directors shall be given to each Director (including every Alternate Director) at any address supplied by him to the Company (including by way of electronic communication) , for such purpose whether or not he is present within the United Kingdom, provided that any Director shall have the power to waive notice of any such meeting either prospectively or retrospectively and if he does so it shall not affect the validity of such meeting that the required notice was not given to him.

(b) A meeting of the Directors may be convened and held at any location in any jurisdiction anywhere in the World.

(c) Any appointed director may call a directors' meeting by giving notice of a meeting to the other appointed directors and any such notice must state the proposed date, time, location and subject matter and where it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(d) Such notice of a directors' meeting need not be given in writing, but must be communicated to each director in a reliable and effective manner and such director convening such meeting must ensure subject to the urgency of any matter to be decided by the directors that as many directors as practicable are likely to be available to participate in it.

(e) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice, prospectively or retrospectively and a Director is to be treated as having waived his entitlement to notice of a meeting if they have not supplied the company with the information necessary to ensure that they receive the notice before the meeting takes place.

RESOLUTIONS OF THE BOARD

5. (a) Any decision of the directors must be either a unanimous decision or a majority decision except where : -.

(i) the company only has one director, and

(ii) no provision of the articles or rule made by the directors requires it to have more than one director (either generally or for the purposes of taking decisions other than majority decisions),

(b) Subject to the articles, the directors may take either a unanimous decision or a majority decision on any matter, and may, but need not, take any decision at a directors' meeting.

(c) The directors take a unanimous decision when they all indicate to each other that they share a common view on a matter. A unanimous decision may be taken without any discussion between directors and may (but need not necessarily) take the form of a resolution in writing, copies of which have been signed by each director.

(d) A majority decision may be made without a directors' meeting and such decision is taken if a director has become aware of a matter on which the directors need to take a decision and if that director has made the other directors aware of the matter and the decision and if the directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other and a majority of those directors vote in favour of a particular decision on that matter. If, however, a director is aware that consultation with another director will make it impossible to take a particular decision as soon as the company's business requires then that director may decide not to communicate with that other director in relation to that decision before it is taken, but must communicate any such decision not to communicate to all the other directors as soon as is practicable, explaining the reasons for it.

(e) if a director states that he does not wish to discuss or vote on a particular matter, the directors may choose not to communicate with that director in relation to decisions to be taken on that matter.

(f) Directors participating in the taking of a majority decision otherwise than at a directors' meeting) may be in any location anywhere in the World and may participate at different times and may communicate with each other by any means.

QUORUM

6. No majority decision (other than a decision to call a directors' meeting or a general meeting) shall be taken by the directors unless a quorum participates in the decision-making process. The quorum for directors' decision-making may be fixed from time to time by a decision of the directors, but shall not be less than two, and unless otherwise so fixed shall be two and if the number is not satisfied the directors may not take any majority decision other than a decision to appoint further directors, or to call a general meeting so as to enable the shareholders to appoint further directors.

APPOINTMENT OF CHAIRMAN

7. (a) The directors may appoint one of their number to chair all of the processes by which a majority decision may be taken, or a particular process, or processes of a particular type (such as directors' meetings), by which a majority decision may be taken and any such director so appointed shall be known as the chairman.

(b) The directors may terminate the chairman's appointment at any time.

(c) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it is scheduled to start, the participating directors must appoint one of themselves to chair it in the appointees absence.

(d) The Chairman shall have a second or casting vote in the case of an equality of votes which may only be exercised by him to maintain the status quo. However, the directors may make a rule that if a majority decision is to be taken on a matter and equal numbers of directors hold differing views on the matter then the views of the chairman or some other specified director shall determine the majority decision which is taken on that matter except that such casting vote rule shall not apply if the views of the specified director are to be disregarded as a result of an actual or potential conflict of interest.

CONFLICT OF INTEREST

8. A Director shall be entitled to vote in regard to any contract or arrangement in which he is interested or on any such like matter arising thereout provided that he declares his interest pursuant to S. 177, Companies Act, 2006, and if he votes on any such matter or related matter then his vote shall be counted and his presence at the meeting shall be counted in estimating a quorum in considering any such arrangement or contract whether at a meeting of the Directors or committee of the directors. The declaration of any interest by a Director in any contract or arrangement shall be formally recorded in the minutes of the meeting.

9. (a) No requirement exists to declare an interest in the case of the following permitted causes which shall remain exempt : -

(i) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(ii) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

(iii) a contract about benefits for employees and directors or former employees and directors of the company or any of its subsidiaries which does not provide special benefits for directors or former directors.

(b) In determining the right of a director to vote the question shall be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman shall be conclusive.

MINUTES OF BOARD MEETINGS

10. The directors shall ensure that the company keeps a record in writing, of every unanimous or majority decision taken by the directors for at least ten years from the date of the decision recorded in it and shall maintain such minutes in a book properly designated for such purpose and shall convey copies of such documents in any manner they may see fit.

REMUNERATION OF DIRECTORS & EXPENSES

11. (a) A director shall be entitled to remuneration for their services to the company as directors and) for any other service which they undertake for the company and such remuneration may include terms and conditions relating the payment of a pension, allowance or gratuity and or any death, sickness or disability benefits as may be determined by the board from time to time and any such directors' remuneration shall accrue on a daily basis.

(b) The company may pay any such reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

DIRECTORS DUTIES OF OFFICE

12. (a) A Director of the Company (including every appointed alternate Director) shall be subject to the general duties as specified in S.171 - 177, Companies Act, 2006, which shall at all times be owed by every Director to the Company.

13. Every appointed Director shall at all times in the exercise of the powers and duties of his office and otherwise : -

(a) Act within the powers of the registered constitution of the Company and only exercise such powers for the true purpose for which they have been conferred upon him.

(b) Act in good faith with the object of promoting the furtherance and success of the Company for the benefit of its members, employees, the communities in which it is established and in which it operates, and to further good relations between its suppliers and customers, to act reasonably and fairly between members and to promote the reputation, success and understanding of the company.

(c) Exercise independent judgement where appropriate.

(d) Exercise at all times reasonable care, skill and diligence in the exercise of the powers of his office.

(e) Avoid any direct or indirect conflict of interest with the interests of the Company, except where such transaction or arrangement with the Company which has been authorised following declaration of interest made to the Board under article 8. provided that such authorisation and approval is made by a majority of the Board without the vote of the Director(s) subject of the declared interest and without counting him in declaring a quorum for a meeting of the Board or any other such interested Director.

(f) Refuse any direct or indirect benefits arising or resulting from (whether directly or indirectly) his position as a Director (or otherwise) or in relation to any other position or office held by him within the Company from a third or other party and which would be conferred as a result of him agreeing, undertaking, assisting, facilitating or omitting to undertake any action as a Director which may normally be expected of him in the normal course of his duties except where such benefit cannot reasonably be regarded as having derived from his position or office.

(g) Declare the nature and extent of any interest in any proposed transaction or arrangement with the Company and any such declaration may be made by way of written notice to the Board of Directors, at a meeting of the Board or by way of written notice under S. 184, 2006 Act or by way of general notice under S.185, 2006 Act before any such transaction is entered into.

(i) Such notice need not be given where a Director is not aware or have knowledge of any such proposed transaction or arrangement, where no conflict of interest has arisen, where the Board is already aware of any such proposed transaction or arrangement or where such transaction or arrangement relates to his terms or conditions of service..

(ii) In the event that any such declaration is inaccurate or incomplete, or becomes so by way of the change and nature of events, then a further declaration must be made based upon the changed circumstances.

APPOINTMENT OF ALTERNATE DIRECTORS

14. (a) An appointed Director of the Company shall be entitled to appoint an alternate director in order to attend and vote at any meeting of the board of directors or a committee of the Directors at which the appointing Director is unable to attend. Such alternate Director may represent more than one director but in determining a quorum present at any meeting of the Directors shall only be counted as a single Director but nevertheless shall be entitled to cast one vote for each of the Directors for whom he is appointed as an alternate Director.

(b) The appointment of an alternate Director shall be approved by the Board of Directors prior to an alternate director's appointment being effective and to him taking up any such duties and he shall not be entitled to any remuneration other than the reimbursement of his reasonable expenses.

DIRECTORS' BORROWING POWERS

15. The Directors shall be empowered (whether expressly or impliedly) to exercise in pursuance of its objects and powers all of the borrowing powers of the Company,

(a) to negotiate credit facilities and credit lines from suppliers and other commercial and non - commercial bodies and to delegate such negotiating powers to other officers and employees of the Company.

(b) to borrow and secure the payment of any and all such moneys loaned to the Company in any form of currency by guarantees or any other form of appropriate security.

(c) to guarantee the fulfilment of any and all such obligations and the performance of any such contract or other obligations entered into on behalf of the Company, and,

(d) to issue any redeemable share capital, loan or debenture stock and debentures and to charge and mortgage any and all of the assets and property and uncalled capital of the Company.

APPOINTMENT OF COMPANY SECRETARY

16. (a) Pursuant to the provisions of S. 270, Companies Act, 2006, the Company may appoint an officer or person as its appointed Company Secretary but if no such person is so nominated any duty that may normally be required to be done by a Company Secretary may be undertaken by either a director or a person authorised generally or specifically by the Directors.

(b) Where no Company Secretary is appointed any person authorised to undertake the duties of a Company Secretary shall in the view of the Directors be of sufficient competence or experience to undertake such role and the Directors shall in making any such appointment take into account the extensive duties and requirements on the Company under the Companies Acts, 1985 - 2006 and supporting statutory instruments.

ADOPTION OF COMPANY SEAL

17. (a) The Company may adopt a seal which shall then be deemed to be the common seal of the Company.

(b) A seal once formally adopted may only be used under the authority of the Board of Directors or a committee of the Board appointed, authorised and empowered by it to execute all and any such documentation requiring such use of the seal on behalf of the Company. Every document to which the seal is so affixed shall be signed by at least one Director and the Company Secretary or two Directors of the Company, unless the Board at a meeting of the Directors shall have otherwise determined. The obligation to seal share certificates shall not apply if the Company has not adopted a seal.

(c) The Company shall be entitled to have an Official Seal for use abroad in a foreign territory or jurisdiction. Such power to use the seal shall be vested in the Board of Directors who may authorise any person within a foreign jurisdiction to use the seal on behalf of the Company.

SHARE ALLOTMENTS AND INCREASE OF AUTHORISED CAPITAL

18. (a) The maximum amount of shares or securities which the Company may allot on the authority of the Directors shall not exceed 100 Ordinary shares of £1. No share shall be allotted for less than the aggregate of its nominal value and any premium to be paid to the company for its issue. Any shares that the Directors seek to allot over and above this number may only be allotted on the basis of current pre-emption rights, which may be suspended for any period that the members seek fit by way of the passing of a special resolution.

(b) No share shall be allotted for less than the aggregate of its nominal value and any premium to be paid to the company for its issue.

(c) Shares shall be allotted or dealt with by the Board of Directors in any manner that they shall see fit. The Board shall have the power to allot any such shares, convert any issued securities into shares of the Company and grant any appropriate rights to subscribe for such shares under the authority granted to them by S.551, 2006 Act for the period of five calendar years from the date of adoption of the articles of association of the Company. Such authority of the Board of Directors to allot shares and deal with the shares within the authorised share capital of the Company may only be renewed, revoked or varied by Company by way of the passing of an Ordinary Resolution in General Meeting. Pursuant to Ss 570 and 573, 2006 Act, the authority of the Board is conferred as if S. 561(1), 2006 Act, were not apply to the Company.

(d) The Board shall be empowered to honour any and all such agreements made within the five year calendar period even though the time of actual allotment and granting of any such rights may actually be effected outside of the five year period.

(e) Any application for an allotment of shares to be issued shall be made in writing and addressed to the Company at its registered office address.

(f) Whensoever the Board proposes to issue any shares over and above the first 100 Ordinary £1 shares to be allotted, then (unless the Company shall by way of a special resolution passed in a general meeting of the Company shall have otherwise determined) the Company shall first offer any and all such shares to all of the existing shareholders by way of an offer made in writing to them at the address recorded in the register of members. Such letter of offer shall offer all such shares proposed to be issued to the existing shareholders in the same proportion (or as near to) as the number of existing shares held by them. Such offer shall set a limiting period in which such offer must be accepted (in whole or in part ,being the prescribed period of not earlier than 14 calendar days), in which the offeree shall be time to accept the offer. If no acceptance is forthcoming from him within the period allowed, then those shares shall then subsequently be offered in the same manner to those members accepting their within the prescribed period. Any such shares offer for shares not so accepted within the prescribed 14 calendar day period shall only then be under the control of the Directors who shall be empowered to allot and deal with all such shares in the manner prescribed in clause 18 (c). Any and all such shares not capable of being offered except by way of a fraction of an issued share shall remain under the control of the Board of Directors.

(g) The authority of the Board of Directors to allot and deal with all and any such shares shall at all times be subject to renewal by the Company in General Meeting (unless dispensed with by the provisions of S.551 (8), 2006 Act).

SHARE CERTIFICATES

19. (a) Any person or corporate body becoming a member of the Company by way of becoming the holder of any shares in the capital of the Company shall be entitled to be issued with, no later than a period of two calendar months after lodgement and approval of a stamped stock transfer form or by way of a completed allotment, to receive one share certificate for all of his shares of each class or several certificates each for one or more of his shares upon the payment of such sum as the Board may determine shall be reasonable after each first certificate.

(b) No share transfer shall be approved by the Board or recorded in the register of members until such time as a stamped stock transfer form is presented to the Company.

(c) A share certificate shall only be required to be sealed when the Company has formally adopted a seal as the common seal of the Company.

PROCEDURES AND CONVENTION OF GENERAL MEETINGS

20. (a) All meetings duly convened and held by the Company (other than the Annual General Meeting) shall be referred to as an Extraordinary General Meeting of the Company.

(b) The company may convene a general meeting anywhere in the World and in determining whether a quorum is present two or more persons who are not in the same geographical location as each other may be deemed to be attending such general meeting if their circumstances are such that if they have and are able to exercise the rights to speak and vote at that meeting by way of being in a position to communicate to all those attending the meeting on the business of the meeting.

(c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it and in doing so they shall have regard to the legitimate interests of the company, individual members and others attending the meeting in the efficient despatch of the business of the meeting.

(d) Any notice issued by the Company convening any such General Meeting shall comply with the Act thereby notifying members of their rights to appoint proxies at any such meeting. All and any other notices and communications relating to any General Meeting of the Company and which any Member is entitled to receive shall also be sent to the appointed Auditors or Accountants for the time being of the Company.

(e) Provided that a member has given prior consent to the Company in writing and provided an effective and correct address to which such notice may be sent, then the Company shall be empowered to give notice communicated to him by a legible form of electronic transmission, being all and any form of
electrical or electronic communication whether by electric, electro - magnetic, electro - optical or any other like or similar method of transmission and in the event that any such communication is made by such method, notice shall be deemed to have been served on the member on either the date that such electronic communication was effected or on the actual date that it was physically delivered to the member, whichever date shall be the earliest.

(f) The Company shall not transact any business at any General Meeting unless a quorum is present and a quorum shall comprise of two persons entitled to attend and vote upon the business to be transacted, each such person being an actual member of the Company or a proxy for a Member or a duly authorised representative of a corporation. If such a quorum is not present within half an hour of the time set for any such adjourned meeting then the meeting may be dissolved thereafter.

(g) Whensoever the Company has only a single member, then a quorum shall be constituted by that sole member being present either in person, in person as a voting proxy for another member or by means of a proxy vote lodged with the company prior to the meeting. In the case of another Company being a sole member, attendance by a duly authorised person of that Company shall count towards determining a quorum.

(h) All and any decisions taken by a single member in a General Meeting of the Company or by way of a written resolution shall be deemed to be effective and all and any such decisions so made shall be recorded in writing and entered into and maintained in the minute book of the Company, being the dedicated book held and maintained by the Company for such purpose.

(i) No resolution may be passed if such resolution requires the casting vote of the Chairman who shall not exercise such vote other than to maintain the status quo.

(j) If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

(k) On a show of hands every member being an individual and present or (being a corporation) is present by a duly authorised representative then (unless he is himself a member entitled to vote) then every person attending as a member or a proxy shall have one vote on a show of hands and one vote on a poll (subject to any restrictions attaching to the share class).

(l) All original signed notices of meeting and other papers relevant to the convening and proceedings of such meetings shall be held and maintained with the statutory books of the Company.

(m) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(n) If the directors have not appointed a chairman, or if the chairman is not present within ten minutes of the time at which a meeting was to start then the directors present or if no directors are present, the meeting itself must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting and such appointee shall be referred to as the "the chairman of the meeting".

RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS

21. Directors may attend and speak at general meetings, whether or not they are members and the chairman of the meeting may permit other persons who are not members of the company or otherwise entitled to exercise the rights of members in relation to general meetings to attend and speak at a general meeting.

ADJOURNMENT OF GENERAL MEETINGS

22. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chairman of the meeting must adjourn it.

23. The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

24. The chairman of the meeting must adjourn a general meeting at which a quorum is present if he is directed to do so by the meeting.

25. When adjourning a general meeting the chairman must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

26. If thee continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it to the same persons to whom notice of the company's general meetings is required to be given containing the same information which such notice is required to contain. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

27. Subject to the class rights of each share as specified in the articles, every shareholder shall have the right to one vote per each share held subject to the class rights of such shares as are determined in the articles.

28. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is taken on it in accordance with the articles.

29. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final and binding.

30. A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

31. A poll may be demanded by : -

(a) the chairman of the meeting,

(b) the directors,

(c) two or more persons having the right to vote on the resolution, or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

32. Demand for a poll may be withdrawn if : -

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

A poll must be taken immediately and in such manner as the chairman of the meeting directs.

33. If any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting and not, in that case, unless in the opinion of the Chairman the error is of a sufficient magnitude as to vitiate the resolution.

PROXY NOTICES

34. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is executed by or on behalf of the member appointing the proxy; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

35. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as : -

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

36. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

37. An appointment under a proxy notice may be revoked by delivering to the company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

AMENDMENTS TO RESOLUTIONS

38. An ordinary resolution may be amended if : -

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed 48 hours before the meeting is to take place (or at such other time as the chairman of the meeting may direct), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

39. A special resolution may be amended if : -

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct an obvious error in the resolution.

40. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

NOTICES

41. Subject to the provisions of these articles : -

(a) anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information to be sent or supplied by or to the company for the purposes of the Companies Acts, and

(b) any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

42. A director may agree with the company that notices or documents sent to that director in a specified manner (including by way of e-mail and other electronic communication) are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

43. Any communication sent to a member under the articles must be sent to the member's address as recorded in the register of members, unless—

(a) the member and the company have agreed that another means of communication may be used , and

(b) the member has supplied the company with the information it needs in order to be able to use that other means of communication.

44. Any communication sent to a director must be sent to the director's address as recorded in the register of directors unless :-

(a) the member and the company have agreed that another means of communication may be used , and

(b) the member has supplied the company with the information it needs in order to be able to use that other means of communication.

INSPECTION OF BOOKS AND RECORDS

45. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person (other than an authorised officer of the Crown) is entitled to inspect or take copies any of the company's books or records or documents merely by virtue of being a member of the company.

REGISTRATION OF TRANSFERS OF SHARES

46. (a) Any proposed transfer of shares, stock or debentures in the capital of the Company shall be presented on the prescribed form, be correctly executed and shall have the appropriate stamping duty due (if any) paid thereon prior to presentation to the Company, together with any share certificate for cancellation or an appropriate form of indemnity. No more than one class of share shall be transferred on each prescribed form.

(b) The Directors shall have absolute discretion to decline to register the proposed transfer of any shares in the capital of the Company without being required to give any reason or explanation thereof (and shall decline any such proposed transfer where such transfer is not presented on the appropriate stock transfer form with the correct stamp duty properly paid or lacking the original share certificate or form of indemnity) and shall further be entitled to decline to give any reason or explanation thereof on any formal request for such reason being received. Notice of any refusal to register any such proposed transfer shall be sent to both the transferee at the address recorded in the register of members and the address of any presenter of such documents of transfer within one month after the date upon which the documents of transfer were presented to the Company.

EMPLOYEE PROVISIONS ON CESSATION OF BUSINESS

47. The directors shall have the power to decide to make provision for the benefit of any person or persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any subsidiary company.

RIGHT OF INDEMNITY OF DIRECTORS, OFFICERS AND AUDITORS

48. (a) The Directors and the Company shall be authorised and empowered to take out, purchase and maintain indemnity insurance or insurances to cover any future potential liability referred to in Section 309(6) of the Act of any of the appointed Directors and officers of the Company (who may not necessarily be a Director of the Company) or of any Associated Company (as defined) in addition to the appointed Auditor of the Company.

(b) All of the appointed Director's, officers and the Auditor of the Company shall be entitled at all times to be indemnified out of the assets of the Company against all and any liabilities, losses, debts,

charges and expenses incurred and sustained by him as a result of any liability incurred in the performance of any duties of his office, (whether such liability is incurred in civil or criminal law), in defending any proceedings brought against him of which he is acquitted or judgement given in his favour, or in relating to any application under which relief is granted to him from any liability by any Court or recognised tribunal having sufficient authority to do so.

(c) The term " Liability " for the purpose of this Article shall mean any and all such liability incurred by any person being a Director, officer or Auditor (including any breach or failure of duty, negligence, breach of trust or any other default in relation to the Company or an Associated Company) in the course of him carrying out and executing his duties, employment or exercising the powers of his office on behalf of the Company.

DIRECTORS & OFFICERS PENSIONS GRATUITIES AND ALLOWANCES

49. (a) Provided that any Director or Directors of the Company declares any interest (whereupon such declaration shall be recorded in the minutes), he shall be entitled to be counted as part of the quorum and to vote and benefit from the exercise of any power of the Company to establish or enter into, arrange or provide for any scheme or arrangement for the grant of any retirement pensions, annuities, benevolent fund or other benefits and allowances provided or to be provided by the Company for the benefit of any Director or officer or employee or former Director or officers or employees of the Company, (together with its holding company, subsidiaries, associated companies and predecessors in business) and of the members of their family (including any spouse widow, or former spouse and dependants of any Director or former Director of the Company).

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Name of Subscriber

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The Aspinall Foundation

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Dated the 12th November 2009

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