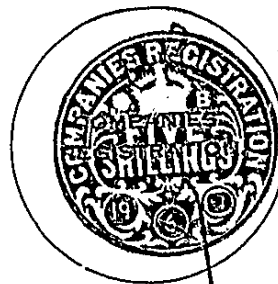


587114
No. OF COMPANY.....

[C.F. 41]

THE COMPANIES ACT, 1948.

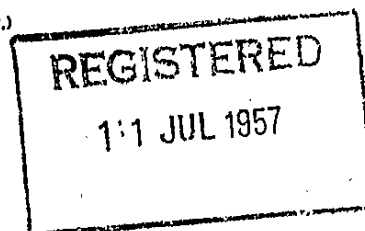


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF

COMPANY.....

WILDFOWL TRUST (HOLDINGS).....LIMITED.

(CAT. No. C.F.41.)

C511 JS164(J)

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

BRAVE & WALLER,
Dacre House, Arundel Street,
Strand, W.C.2.

I, LAWRENCE FREDERICK WALLER
of 5 Arundel Street, Strand, London, W.C.2.

W.T.
DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~[a person named in the Articles of Association as a Director/Secretary]~~

of _____

WILDFOWL TRUST (HOLDINGS) LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 5 Arundel Street,
Strand in the County of
London

the 14th day of June
One thousand nine hundred and fifty seven
before me,

W.R. Taylor

A Commissioner for Oaths (b)

Lawrence Waller

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

587114
2
NO. OF COMPANY.....

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act. 1933.)

REGISTERED

11 JUL 1957

NAME OF
COMPANY.....

WILDFOWL TRUST (HOLDINGS)

.....LIMITED.

This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

CAT. No. C.A. 25.

P132 JS 156(H)(L)

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

BRABY & WALLER,

Dacre House,

Arundel Street, Strand, W.C.2.

17 JUN 1957

The Nominal Capital

of **WILD TOWL TRUST (HOLDINGS)**

LIMITED,

is £ 5.0.0., divided into 100 shares of £ - 1s.0.

each.

Signature

E. Mervyn Lane

Description

Secretary

Date

14 June 1957

587114/3.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

Memorandum

— AND —

Articles of Association

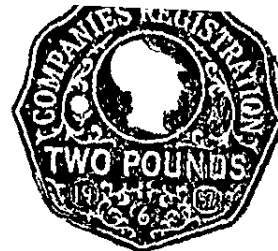
— OF —

WILDFOWL TRUST (HOLDINGS) LIMITED

Incorporated the _____ day of _____ 1957



THE COMPANIES ACT 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

of

WILDFOWL TRUST (HOLDINGS) LIMITED

REGISTERED

11 JUL 1957

1. The name of the Company is "WILDFOWL TRUST (HOLDINGS) LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (A) To act as, undertake, carry on and execute the office and duties of trustee of any property, whether real or personal, belonging to, or in any way, whether directly or indirectly, of interest to the Wildfowl Trust.
- (B) To act as, undertake and carry on the office or offices and duties of trustee or custodian trustee of any scheme, trust or fund whatsoever or wheresoever.
- (C) For the purposes aforesaid, to purchase, hold, deal with, manage, sell, exchange, mortgage, charge, lease, grant or dispose of any right or interest in, over or upon any real or personal property of any kind whatsoever and wheresoever, including contingent and reversionary rights in property, and to carry on any business, undertaking or transaction.
- (D) For the purposes aforesaid, to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents or other rights, powers or orders from the British Government and Parliament, or from any other government or state, or any local or other authority in any part of the world, and to exercise, carry on and work any powers, rights, privileges so obtained, and to constitute or incorporate the Company as an anonymous or other society in any foreign country or state.

- (E) In the matters and for the purposes aforesaid, to act solely or jointly with any other person, company, corporation or body as the circumstances may require.
- (F) To draw, make, accept, indorse and execute cheques, promissory notes, bills of exchange, bankers' drafts, warrants and other negotiable instruments.
- (G) To borrow or raise money in such manner as the Company shall think fit.
- (H) To carry on any other business of a similar nature, or any business which may, in the opinion of the Directors, be conveniently carried on by the Company.
- (I) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Directors shall consider to be in the nature or preliminary expenses.
- (J) To invest the moneys of the Company not immediately required in such manner as from time to time may be determined.
- (K) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

Provided that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and that as regards all trust property held by the Company the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The liability of the members is limited.

5. The share capital of the Company is £5, divided into 100 shares of 1s. each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>Peter M. Scott</i> (PETER MARKHAM SCOTT) THE NEW GROUNDS, SUMBRIDGE, GLOUCESTERSHIRE ARTIST</p>	1
<p><i>Guy Holford Benson</i> (GUY HOLFORD BENSON) STANWAY, WINCHCOMB, GLOUCESTERSHIRE. Director of the London Assurance ..</p>	1
<p><i>Keith Mallett Lewis Jones</i> 5 BRUNDEL STREET, STRAND LONDON, W.C.2 SOLICITOR</p>	1

DATED this 14th day of June 1957.

WITNESS to the above signatures:-

Lawrence F. Waller
5 Brunel Street,
Strand, London, W.C.2
Solicitor



587114



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Articles of Association

of

WILDFOWL TRUST (HOLDINGS) LIMITED

REGISTERED

11 JUL 1957

PRELIMINARY

1. Save that the regulations 3, 5, 75, 77, 79, 89 to 97 inclusive, 107 to 109 inclusive, 114 to 122 inclusive, 128, 129 and 134 of Part I of Table A in the First Schedule to the Companies Act, 1948 shall not apply to the Company, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, together with and as modified by the special Articles hereinafter contained.

SHARE CAPITAL AND SHARES

2. The shares shall be under the control of the Directors, but no shares (other than those for which the Company's Memorandum of Association has been subscribed) shall be issued without the consent of all the Directors.

3. Any person becoming entitled to a share as mentioned in clauses 30 and 32 of Part I of Table A, and not being a member of the Company, shall on the request of the Directors and on payment to him of a sum equal to the amount paid up on the share, transfer the share to such person as the Directors shall nominate for that purpose.

GENERAL MEETING

4. The quorum for the transaction of business at any General Meeting shall be two members personally present, and clause 53 of Part I of Table A shall be modified accordingly.

DIRECTORS

5. Every shareholder in the Company shall be a Director.

6. No Director as such shall be entitled to any remuneration out of the funds of the Company, and clause 76 of Part I of Table A shall be modified accordingly.

SECRETARY

7. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

NOTICES

8. A member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter M. Scott

(PETER MARKHAM SCOTT.)

THE NEW GROUNDS, SLIMBRIDGE,
GLOUCESTERSHIRE, ARTIST.

Guy Holford Benson
(GUY HOLFORD BENSON)

STANWAY, WINCHESTER, GLOUCESTERSHIRE.
director of the London Assurance.

Keith Miles Lewis

5 ARUNDEL STREET, STRAND,
LONDON, W.C.2
SOLICITOR

DATED this 14th day of June 1957.

WITNESS to the above signatures:-

Lawrence F. Waller

5 Arundel Street

Strand, London, W.C.2

Solicitor

DUPLICATE FOR THE FILE

No. 587114



Certificate of Incorporation

I Hereby Certify That

WILDEOWL TRUST (HOLDINGS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Eleventh day of July One Thousand Nine Hundred and Fifty seven.

L. R. [Signature]
Registrar of Companies

Certificate
received by

M. F. [Signature] for *Brady - Wallace*

Date 17 July 1957

CHANCERY DIVISION

GROUP A

MR. REGISTRAR CUNLIFFE

FRIDAY the 22nd day of May 1959

IN THE MATTER of Wildfowl Trust (Holdings) Limited

- and -

IN THE MATTER of The Companies Act, 1948.

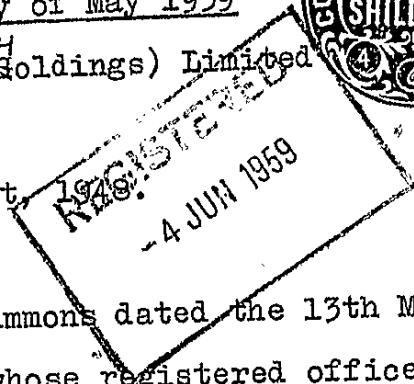
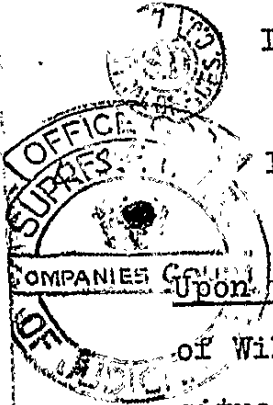
Upon the Application by Originating Summons dated the 13th May 1959 of Wildfowl Trust (Holdings) Limited. whose registered office is situate at Dacre House, 5 Arundel Street, Strand in the County of London

And Upon Hearing the Solicitors for the Applicant

And Upon Reading the said Originating Summons and the Affidavit of Keith Miller Jones filed the 14th May 1959 and the Exhibit therein referred to (being a certified copy of the Legal Charge hereinafter mentioned)

And the Court being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 97 of the above mentioned Act the prescribed Particulars of the Legal Charge hereinafter mentioned together with a copy (certified in the prescribed manner to be a correct copy) of the said Legal Charge was due to inadvertence and that it is just and equitable to grant relief

Doth pursuant to Section 101 of the said Act Order that the time for delivering to the Registrar of Companies for registration the prescribed Particulars of the Legal Charge dated the 28th December 1955 and made between Lucretia Annie Williams of the first part Peter Markham Scott of the second part and Peterborough Provincial Benefit Building Society of the third part (whereby the said Lucretia Annie Williams charged the dwellinghouse known as "The Goshams" together with the garage, outbuildings, garden, orchard



4 JUN 1959

and paddock thereto belonging situate at Peakirk near Peterborough
in the County of Northampton to secure payment of the sum of
£1,700 and interest) together with a certified copy thereof be
and the same is hereby extended to the 12th June 1959

And It Is Ordered that the Applicant do deliver an Office Copy
of this Order to the Registrar of Companies.



Maurice Berkeley
Registrar.

L.S.
W. G.



No. of Company: 587114

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THE COMPANIES ACTS 1948 and 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

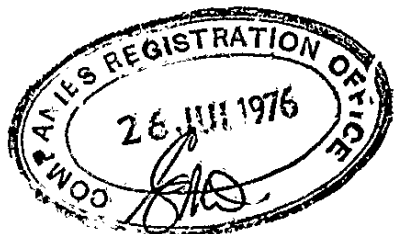
WILDFOWL TRUST (HOLDINGS) LIMITED

Passed on the 30th June 1976

AT AN EXTRAORDINARY GENERAL MEETING of the MEMBERS of the above-named Company duly convened and held on the 30th day of June 1976, the following resolution was duly passed as a SPECIAL RESOLUTION :

SPECIAL RESOLUTION

THAT the objects of the Company be extended so as to include a power to give guarantees and accordingly that Clause 3(F) of the Memorandum of Association of the Company be altered by adding at the end thereof the following words, "and to guarantee the observance and performance of obligations and contracts by others".



R. Huxley
CHAIRMAN

This is the Memorandum of Association as altered by Special Resolution passed on the 30th day of June 1976

V. S. P. S.
Secretary.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

WILDFOWL TRUST (HOLDINGS) LIMITED

Still Private

Objects - Same

1. The name of the Company is "WILDFOWL TRUST (HOLDINGS) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To act as, undertake, carry on and execute the office and duties of trustee of any property, whether real or personal, belonging to, or in any way, whether directly or indirectly, of interest to the Wildfowl Trust.
 - (B) To act as, undertake and carry on the office or offices and duties of trustee or custodian trustee of any scheme, trust of fund whatsoever or wheresoever
 - (C) For the purposes aforesaid, to purchase, hold, deal with, manage, sell, exchange, mortgage, charge, lease, grant or dispose of any right or interest in, over or upon any real or personal property of any kind whatsoever and wheresoever, including contingent and reversionary rights in property, and to carry on any business, undertaking or transaction.
 - (D) For the purposes aforesaid, to apply for and acquire and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents or other rights, powers or orders from the British Government and Parliament, or from any other government or state, or any local or other authority in any part of the world, and to exercise, carry on and work any powers, rights, privileges so obtained, and to constitute or incorporate the Company as an anonymous or other society in any foreign country or state.
 - (E) In the matters and for the purposes aforesaid, to act solely or jointly with any other person, company, corporation or body as the circumstances may require.
 - (F) To draw, make, accept, indorse and execute cheques, promissory notes, bills of exchange, bankers' drafts, warrants and other negotiable instruments and to guarantee the observance and performance of obligations and contracts by others.
 - (G) To borrow or raise money in such manner as the Company shall think fit.

A. S. P. S.

- (H) To carry on any other business of a similar nature, or any business which may, in the opinion of the Directors, be conveniently carried on by the Company.
- (I) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Directors shall consider to be in the nature of preliminary expenses.
- (J) To invest the moneys of the Company not immediately required in such manner as from time to time may be determined.
- (K) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

Provided that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and that as regards all trust property held by the Company the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The liability of the members is limited.

5. The share capital of the Company is £5, divided into 100 shares of 1s. each.

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