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The Companies Acts 1948 to 1976

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

Memorandum of Association

OF

HCL 2000

FRIDAY



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30/11/2007

COMPANIES HOUSE

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(As adopted by a written resolution dated

28th November

2007)

- 1 The name of the Company is "HCL 2000"
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are:-
 - (A) To carry on business as dealers and merchants in manures, whether natural or artificial, organic or inorganic, including the manufacturing and processing of the same
 - (B) To carry on the profession, business or occupation of farming in all its branches
 - (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
 - (D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.

- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copy-rights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships and to pay or provide for brokerage commission and underwriting in respect of any such issue
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company
- (I) To construct, erect maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.
- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital

- (K) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotions and incorporation of the Company and to pay commissions to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise
- (N) To make donations to such persons and in such cases and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient
- (O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine
- (Q) To procure the Company to be registered or recognised in any country or place abroad
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in similar capacity
- (S) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.

- (T) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets and to pay the premiums on such insurance
- (U) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any charitable purpose and to promote, enter into and carry into effect any scheme for the sharing of profits with employees
- (V) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise and either alone or in conjunction with others.
- (W) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and whether now existing or hereafter to be formed and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no way limited or restricted by reference to or interference from the terms of any other sub-clause, or the name of the Company and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause

We the several persons whose Names, Addresses and Descriptions 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 oppose our respective names

Names, Addresses and Descriptions of Subscribers	Number of Shares Taken by each Subscriber (in words)
FERDINAND ARTHUR HENSBY The Cheffins Woodhurst, Hunts. Farmer	One
SYLVIA CARTER HENSBY The Cheffins Woodhurst, Hunts Married Woman	One

Dated this 30th day of March 1965

Witness to the above Signatures:-

J HORWOOD SMART
Newmarket
Solicitor.

The Companies Acts 1948 to 1976

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Articles of Association

OF

HCL 2000

(As adopted by a written resolution dated 28th November 2007)

1. Regulations 3, 8, 24, 32, 34, 35, 40, 64, 78, 81, 85, 89 and 95 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (such Table being hereinafter called "Table A") shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.
2. The words "at least seven clear days' notice" shall be substituted for the words "At least fourteen days' notice" in regulation 38 of Table A

SHARES

3. The share capital of the company is £573,940
4. The company may by special resolution:
 - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares:

- (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares:
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and
- (e) reduce its share capital and any share premium account in any way.

LIEN

- 5 The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES

- 6 Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares and in the case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.
- 7 The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.
- 8 After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.
- 9 Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of

the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers

10. In the case of all the said shares not being sold under the above provisions after the expiration of three calendar months from the date of the notice given by the Vendor to the Board of his intention to sell, the Vendor shall be entitled at any time within three calendar months after such expiration to transfer the shares not sold to any person at any price.

GENERAL MEETINGS

11. The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.

DIRECTORS

12. The number of the Directors shall be not less than two or more than seven. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.
13. The Company may without prejudice to the provisions of Section 303 of the Companies Act 1985 by Ordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this Article as to removal shall be subject to the terms of any contract between him and the Company.

BORROWING POWERS

14. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company, including its uncalled capital, or on bonds or debentures or otherwise as they may think fit and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DISQUALIFICATION OF DIRECTORS

15. The office of a director shall be vacated if -

- (a) he ceases to be a director by virtue of any provision of the Companies Act 1985 Act or these Articles or he becomes prohibited by law from being a director, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company, or
- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated, or
- (f) he is removed from office as a director pursuant to Article 13, and regulation 81 of Table A shall not apply to the Company.

16. Subject to the provisions of the Companies Act 1985, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

- (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested,
- (b) may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

- (c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,
- (d) shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
- (e) shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 16(a) to 16(d) (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted

NOTICES

- 17. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted and regulation 115 of Table A shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy and that a proxy need not also be a member.

ALTERNATE DIRECTORS

- 18. A Director may appoint any person to be an alternate Director for him and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, but he shall not require any qualification. Such appointment may be revoked by the appointor at any time and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same and given to the Company.
- 19. Notwithstanding Articles 6 to 10 inclusive of these Articles any shareholder may transfer part or the whole of his or her holding of the shares in the Company by will or otherwise to his or her husband, wife, parents, children or grandchildren

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FERDINAND ARTHUR HENSBY

The Cheffins

Woodhurst, Hunts.

Farmer

SYLVIA CARTER HENSBY

The Cheffins

Woodhurst, Hunts

Married Woman

Dated this 30th day of March 1965

Witness to the above Signatures:-

J HORWOOD SMART
Newmarket
Solicitor