

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1873287

I hereby certify that

THE FLOWERS AND PLANTS ASSOCIATION

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

19TH DECEMBER 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

[1873287] [1]

Name of Company

THE FLOWERS AND PLANTS ASSOCIATION

I, BRUCE KELVIN DUNSof Saddlers' Hall, Gutter Lane, Cheapside, London EC2V 6BS.

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court  
engaged in the formation  
 of The Flowers and Plants Association

and that all the requirements of the Companies Acts 1948 to 1980  
 in respect of the registration of the said company  
 and of matters precedent 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 1 Gresham Street  
London EC2V 7BU

the 28th day of November

One thousand nine hundred and eighty-four

before me Martin Webster.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

Bruce K. Duns.

Presentor's name, address and reference (if any):

Stephenson Harwood,  
 Saddlers' Hall,  
 Gutter Lane, Cheapside,  
 London EC2V 6BS.

Ref: 34

For official use

New companies section

Post room

Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of Company

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

13.12.84



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The Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL

1873287 | 2

MEMORANDUM OF ASSOCIATION

- of -

THE FLOWERS AND PLANTS ASSOCIATION

1. The name of the Company is "THE FLOWERS AND PLANTS ASSOCIATION".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
  - (A) To encourage and promote the sale of fresh flowers and plants, which expression shall include bedding plants, trees, shrubs, bulbs and seeds and all other ornamental and non-edible horticultural produce wheresoever grown or produced.
  - (B) To encourage, promote and protect the interests of persons engaged or interested in the sale of fresh flowers and plants.
  - (C) To undertake advertising, publicity and promotional campaigns and activities of every nature and to engage in research into all matters in connection with or in furtherance of the objects of the Company.
  - (D) To collect, prepare, and distribute information and to provide training, education, advice, support, liaison and other services of a kind likely to benefit those interested in the greater sale of fresh flowers and plants.
  - (E) To enter into arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company or any of them, and to obtain from any such government, authority, person, or company, any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.



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- (F) To delegate the carrying out or exercising of any of the objects or powers of the Company; to establish branches or agencies; and to appoint representatives to act on behalf of the Company in any of its affairs.
- (G) To invest, deal with or lend (with or without security) the funds of the Company or give credit all in relation to such persons, on such terms and in such manner as the Company may think necessary or convenient in carrying out any of its objects.
- (H) To acquire by any means any real or personal property or rights whatsoever and to dispose of the same and to construct maintain and alter any buildings or works as necessary or convenient for the purposes of the Company.
- (I) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (J) To pay for any property or rights acquired by the Company and to remunerate any person as necessary or convenient for the purposes of the Company.
- (K) To acquire and undertake the whole or part of the business, property and liabilities of any company or persons carrying on or proposing to carry on any business which the Company is authorised to carry on from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.
- (L) To draw, make, accept, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future) the discharge by the Company or any other person of any obligation or liability.
- (N) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (O) To become a member of any company, institution, association or club which is or may be authorised to do any of the things which the Company is authorised to do or to undertake; to subscribe to the funds of, and in any manner to finance, the activities of any company, institution, association, club, fund, person or body of persons whose objects or interests are in the opinion of the Company likely to be of benefit to those engaged in the marketing of fresh flowers and plants.

- (P) To enter into any partnership, co-operation or union of interests with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit; to amalgamate with any other company, corporate body or association; and to sell or dispose of the whole or any part of the undertaking of the Company for such consideration as the Company may think fit and in particular for fully or partly paid up shares or obligations of any other company.
- (Q) To establish or maintain or aid in or procure the establishment or maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to employees or ex-employees of the Company or of any company which is allied to or associated with the Company and their dependants and connections; to grant pensions and allowances to and to make payments for or towards the insurance of any such persons; to make payments for any charitable, benevolent, public, general or useful object and to give prizes of any description in connection with any exhibition or competition in which the Company is interested.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation of the Company.
- (S) To do any of the above things as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (T) To do all such other things as in the opinion of the Company may be incidental, conducive or ancillary to the attainment of the above objects or powers or any of them.
- (U) To do all or any of the above things in the United Kingdom of Great Britain and Northern Ireland and in any other part of the world.

In this clause

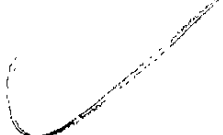
I the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.

II each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

*A.L.S.*  
*the*  
*A.L.S.*  
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company 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 amongst themselves, such an amount as may be required not exceeding £10.00.

*A.L.S.*  
6. The income and property of the Company shall be applied solely towards the carrying out and exercising of the objects and powers of the Company and no part thereof shall be paid or transferred directly or indirectly to any member of the Company by way of dividend or bonus. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration, including travelling, hotel and other expenses, to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent any indemnification of any officer of the Company out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in relation to the Company, in which judgement is given in his favour or in which he is acquitted, or in connection with any application in which relief is granted to him by a Court under the Companies Acts 1948 to 1981 and every statutory modification or re-enactment thereof for the time being in force nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member of the Company nor prevent the payment to any officer servant or member of the Company of any remuneration or benefit under the provisions of sub-clause (Q) of Clause 3 hereof. If on a winding-up there remain, after the satisfaction of all debts and liabilities, any assets available for distribution the same shall either be given or transferred to some other institution having objects similar to the objects of the Company and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under this Clause or shall be given or transferred to some suitable charity, such institution or charity to be determined by the members of the Company at or before commencement of the winding-up of the Company, and so that in default of such determination such assets shall be given to some charity to be selected by the liquidator of the Company.



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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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For and on behalf of *Peter Charles Downham* DAVID JAGGARDS LIMITED

.....  
PETER CHARLES DOWNHAM  
Director  
290-294 Flower Market,  
New Covent Garden Market,  
London SW8.

For and on behalf of *John Collingridge* J. COLLINGRIDGE LIMITED

.....  
JOHN COLLINGRIDGE  
Director  
218-223 Flower Market,  
New Covent Garden Market,  
London SW8.

---

Dated this 22nd day of November 1984

Witness to the above Signatures:-

*A. P. Bowen*  
13. WILSON ST  
WIMBORNE HILL  
LONDON N21

ALAN BOWEN

CHALFMAN

The Companies Acts 1948 to 1981

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COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- of -

THE FLOWERS AND PLANTS ASSOCIATION

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INTERPRETATION

1. In these Articles of Association:-

- (A) "The Acts" means the Companies Acts 1948 to 1981 and every statutory modification or re-enactment thereof for the time being in force.
- (B) "Articles" means the Articles of Association of the Company for the time being in force.
- (C) "The Board" or "the Directors" means a quorum of the Directors for the time being assembled at any place in accordance with the Articles.
- (D) Words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

MEMBERSHIP

2. (A) For the purposes of registration the number of members of the Company is declared to be 1,000 but the Board may from time to time register an increase of members.

(B) The Subscribers to the Memorandum of Association are the original members of the Company. The Board may elect to membership any person whom the Board considers it desirable to admit to membership provided always that such person shall, in respect of each financial year of the Company (being a period of twelve months, the date of commencement of the first of which to be determined by the Board) subscribe to the funds of the Company such sum, being not less than £100 as may be agreed between the Board and such person provided always that the Board may in any particular case or cases waive payment of the annual subscription in whole or in part if the Board in its discretion considers that it is desirable in any particular case or cases to admit such person to membership of the Company and, following election, such



person shall continue as a member of the Company subject to the provisions of Article 4.

(C) In addition to members of the Company elected pursuant to Article 2(B) the Board shall have power to elect to associate membership of the Company such other persons as it shall in its discretion think fit and shall be entitled in respect of each such person to fix the annual subscription payable in respect of each financial year of the Company and/or waive requirement for payment of such subscription as it shall in its discretion think fit. Associate member shall be entitled to receive notice of and to attend and speak but not to vote at all General Meetings of the Company.

(D) Election to membership shall be in the hands of the Board who may refuse to elect any applicant without giving any reason.

3. The rights and privileges of a member shall not be transferable and shall cease upon his ceasing to be a member.

4. A member shall cease to be a member of the Company:-

- (i) if having been elected a member of the Company and having paid a subscription, he shall fail to pay to the Company in any subsequent financial year such subscription as may be agreed between him and the Board;
- (ii) if he gives notice in writing to the Company at its Registered Office that he resigns his membership;
- (iii) if he dies or becomes of unsound mind or bankrupt or compounds with his creditors;
- (iv) if in the opinion of the Board it is undesirable that such person continues as a member of the Company;

Provided always that a person who has ceased to be a member may, at the discretion of the Board, be subsequently re-elected a member of the Company.

A member of the Company entitled to attend an Extraordinary General Meeting and to vote at it is entitled to appoint a proxy to attend and vote instead of him and such proxy need not also be a member of the Company.

#### MEETINGS OF MEMBERS

5. An Annual General Meeting of the Company shall be held once at least in every calendar year, provided that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid the Annual General Meeting shall be held at such place and time (not being more than fifteen months after the holding of the last preceding Annual General Meeting)

as the Board may prescribe. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board, or members of the Company holding one tenth of the total voting rights of all the members having the right to vote at General Meetings of the Company may whenever they think fit, convene an Extraordinary General Meeting of the Company.

6. In the case of an Annual General Meeting or of a Meeting for the passing of a special resolution twenty-one clear days' notice at the least, and in any other case fourteen clear days' notice at the least, specifying the day, hour and place of the Meeting and the general nature of the business to be transacted thereat (and in the case of an Annual General Meeting specifying the Meeting as such) shall be given in writing in manner hereinafter mentioned to the members entitled to vote at the Meeting and to the Auditors of the Company.

Provided that a General Meeting of the Company, 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 representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

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 to attend and vote instead of him and that a proxy need not also be a member. The accidental omission to give notice to or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

7. The Chairman or failing him the Deputy Chairman or some other Director nominated by the Directors shall be chairman at every General Meeting. No business shall be transacted at any General Meeting unless a quorum is present. Twelve persons, being members or proxies for members entitled to vote at the meeting, shall be a quorum. 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 time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed the members present shall be a quorum. The Chairman 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. No notice of an adjourned meeting need be given.

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No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8. Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands and unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, or passed or not passed by a particular majority, and an entry to that effect in the minute book of the Company shall be sufficient evidence of the fact. A poll may be demanded (immediately following the declaration by the Chairman) by the Chairman or by any three members entitled to vote and present in person or by proxy. If a poll is demanded the Chairman of the meeting shall decide whether the same is to be taken forthwith or at an adjourned meeting. If the poll be taken at an adjourned meeting the same shall be held on such day (not being less than seven days nor more than fourteen days after the General Meeting) and at such time and place as the Chairman shall before the conclusion of the meeting direct. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. A poll demanded on the election of a Chairman, or upon any question of adjournment shall be taken at the meeting without adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded, and the demand for a poll may be withdrawn.

9. Subject to the provisions of the Acts a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

10. At a General Meeting every member shall have one vote on a show of hands or upon a poll. In the case of an equality of votes whether on a show of hands or upon a poll the Chairman shall have a second or casting vote. Votes may be given personally or by proxy. ✓

11. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Company. A proxy shall, in the absence of the member by whom he is appointed, have the same right as his appointor to speak or demand a poll at a meeting. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Company not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or shall be handed to the Chairman of the meeting or adjourned meeting and in default the

instrument of proxy shall be treated as invalid. An instrument of proxy may be in any common form or in such other form as the Board may approve. Instruments of proxy need not be witnessed. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death of the principal, or the revocation of the instrument of proxy or of the authority under which the same was executed, provided that no intimation of such death or revocation shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### DIRECTORS

12. (A) The business of the Company shall be conducted by the Board which shall consist of persons appointed under the subsequent provisions of this Article.

(B) The Board shall consist of not more than 25 persons at any one time.

(C) The first Directors shall be Mr. Peter Firmston-Williams (who shall be the first Chairman of the Board), Mr. Brian William Wills-Pope and Mr. Colin Mervyn Gordon Allen.

(D) The first Directors shall make the following appointments to the Board:-

- (i) after consulting members of the Company who are overseas growers of fresh flowers and plants or organisations or bodies recognised by the Company as representing such growers, up to five persons;
- (ii) after consulting members of the Company who are growers in the United Kingdom of Great Britain and Northern Ireland of fresh flowers and plants or organisations or bodies recognised by the Company as representing such growers, up to five persons;
- (iii) after consulting members of the Company who are wholesalers in the United Kingdom of Great Britain and Northern Ireland of fresh flowers and plants or organisations or bodies recognised by the Company as representing such wholesalers, up to five persons;
- (iv) after consulting members of the Company who are retailers in the United Kingdom of Great Britain and Northern Ireland of fresh flowers and plants or organisations or bodies recognised by the Company as representing such retailers, up to five persons. For the purpose of this sub-paragraph (iv) retailers shall include specialist florists, multiple organisations and

others concerned with the sale of fresh flowers and plants;

- (v) up to five additional persons as they may consider it in the best interests of the Company to appoint having regard to the expertise, professional experience or particular area of knowledge of the persons concerned.

Whilst they remain Directors, Mr. Peter Firmston-Williams and Mr. Colin Allen shall be treated as having been appointed two of the five Directors under sub-paragraph (v) of this paragraph (D) and Mr. Brian Wills-Pope shall be treated as having been appointed one of the five Directors under sub-paragraph (iv) of this paragraph (D).

(E) The office of Director shall be vacated if the Director (a) resigns his office by notice in writing to the Company at its Registered Office; (b) is prohibited by law from acting as a Director; (c) is removed from office by resolution of the Board; or (d) is absent (otherwise than by reason of illness) from four consecutive meetings of the Board without its consent.

(F) At the first Annual General Meeting of the Company and at each next but one Annual General Meeting thereafter all the Directors shall retire from office but shall be eligible for re-election.

(G) The Company at any Meeting at which the Directors retire in manner aforesaid may fill each vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and lost.

(H) No person other than a Director retiring at the Meeting shall be eligible for election to the office of Director at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the Registered Office of the Company notice in writing, signed by a member duly qualified to attend and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

(I) After the first directors have made appointments to the Board pursuant to sub-paragraphs (i) to (v) inclusive of paragraph (D) of Article 12, the Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed under these Articles. Any Director so appointed shall hold office only until the Annual General Meeting at which all the Directors are next to retire and shall then be eligible for re-election.

(J) The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Companies Act 1948 remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

(K) The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding paragraph and without prejudice to the powers of the Directors under paragraph (I) of this Article, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy 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.

#### POWERS OF DIRECTORS

13. Subject to the provisions of any Act of Parliament or of the Articles and to such regulations (being not inconsistent with any such provisions) as may be prescribed by the Company in General Meeting the business of the Company shall be managed by the Board who may carry out and exercise all the objects and powers of the Company. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular but without limitation to the foregoing the Board may:-

(A) Appoint from time to time any one or more of their number or any other person to any special office or to perform or render any duties or services for the Company on such terms as to payment of remuneration and expenses and with such powers and authorities and for such period as they deem fit, and may, subject to the terms of any agreement in any particular case, revoke any such appointment.

(B) Borrow money upon such terms as they deem fit, and for the purpose of securing the same and interest, or for any other purposes, create mortgages or charges of any description on the property of the Company, both present and future.

(C) Make, draw, accept, endorse and negotiate cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, provided that every such instrument drawn, made or accepted shall be signed by such persons as the Board may appoint for the purpose.

(D) Pay all expenses of or incidental to the formation of the Company.

(E) Affix the Common Seal to any document, provided that such document be also signed by at least either one Director and countersigned by the Secretary or other officer appointed for that purpose by the Board, or two Directors.

14. The Board may from time to time raise, in such manner as they think fit such sums as in their opinion are requisite or desirable for the purpose of carrying out and exercising the objects and powers of the Company and of meeting its expenses and liabilities. Subject as hereinafter provided any sums so raised shall be part of the general assets of the Company and shall be applicable by the Board towards all or any of the said purposes in such manner as the Board think fit. Provided always that if a sum is raised for the furtherance of a particular activity then (a) the sum shall be applied primarily towards the furtherance of that activity and in meeting such expenses and liabilities of the Company as in the opinion of the Board are fairly referable thereto and (b) any part of the sum not so applied shall in the discretion of the Board be applicable for the general purposes of the Company or towards reimbursement of those who contributed it (or partly in the one way and partly in the other as the Board may decide) and so that any such reimbursement shall be made on such basis and in such proportions as the Board may decide. Nothing in this Article contained shall impose any liability upon a member of the Company, as such, to contribute to the funds of the Company.

#### PROCEEDINGS OF DIRECTORS

15. Subject to paragraph (C) of Article 12 the Board shall appoint (from within their body) a Chairman and a Deputy Chairman and shall promptly fill any casual vacancies arising in those offices. The Chairman and Deputy Chairman shall hold office until they next retire as Directors, but shall be eligible on application for reappointment.

16. The Board shall from time to time appoint (from within their body) a Secretary and a Treasurer and shall promptly fill any casual vacancies arising in those offices. The Secretary and the Treasurer shall hold office until they next retire as Directors, but shall be eligible on application for reappointment.

17. The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and the quorum necessary for the transaction of business shall be fixed by the Directors and unless so fixed shall be two until the first Directors have made appointments to the Board pursuant to sub-paragraphs (i) to (iv) inclusive of paragraph (D) of Article 12 when it shall be five.

18. The Chairman may, and the Secretary on the request of any two Directors shall, summon a meeting of the Board. It shall not be necessary to give notice of a meeting of Directors to any Director who is out of the United Kingdom.

19. If the Chairman is not present at the time appointed for holding a meeting, the Deputy Chairman shall be chairman of such

(E) Affix the Common Seal to any document, provided that such document be also signed by at least either one Director and countersigned by the Secretary or other officer appointed for that purpose by the Board, or two Directors.

14. The Board may from time to time raise, in such manner as they think fit such sums as in their opinion are requisite or desirable for the purpose of carrying out and exercising the objects and powers of the Company and of meeting its expenses and liabilities. Subject as hereinafter provided any sums so raised shall be part of the general assets of the Company and shall be applicable by the Board towards all or any of the said purposes in such manner as the Board think fit. Provided always that if a sum is raised for the furtherance of a particular activity then (a) the sum shall be applied primarily towards the furtherance of that activity and in meeting such expenses and liabilities of the Company as in the opinion of the Board are fairly referable thereto and (b) any part of the sum not so applied shall in the discretion of the Board be applicable for the general purposes of the Company or towards reimbursement of those who contributed it (or partly in the one way and partly in the other as the Board may decide) and so that any such reimbursement shall be made on such basis and in such proportions as the Board may decide. Nothing in this Article contained shall impose any liability upon a member of the Company, as such, to contribute to the funds of the Company.

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16. The Board shall from time to time appoint (from within their body) a Secretary and a Treasurer and shall promptly fill any casual vacancies arising in those offices. The Secretary and the Treasurer shall hold office until they next retire as Directors, but shall be eligible on application for reappointment.

17. The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and the quorum necessary for the transaction of business shall be fixed by the Directors and unless so fixed shall be two until the first Directors have made appointments to the Board pursuant to sub-paragraphs (i) to (iv) inclusive of paragraph (D) of Article 12 when it shall be five.

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19. If the Chairman is not present at the time appointed for holding a meeting, the Deputy Chairman shall be chairman of such



meeting and if neither the Chairman nor the Deputy Chairman are present at the time appointed for holding a meeting, the Directors present shall choose one of their number to be Chairman of such meeting.

20. (i) A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors. Questions arising at any meeting of the Board shall be decided by a majority of votes. Every Director shall have at least one vote. Any Director representing a member who makes an annual contribution of £10,000 and above shall during the year of such contribution have additional votes as follows:-

- (a) annual contribution £10,000 to £24,999 - one additional vote;
- (b) annual contribution £25,000 to £49,999 - two additional votes;
- (c) annual contribution £50,000 to £99,999 - three additional votes;
- (d) annual contribution £100,000 to £249,999 - four additional votes;
- (e) annual contribution £250,000 and above - five additional votes.

In the case of an equality of votes, the Chairman shall have a casting vote.

- (ii) Each Director shall orally announce how he casts each vote to which he is entitled as aforesaid.

- (iii) The Chairman shall count the votes cast for and against the resolution and shall declare it carried or lost, as the case may be.

21. The Board may, as they think fit, delegate any of their authorities, powers and discretions to Committees consisting of three or more Directors. The Chairman of any such Committee may be nominated by the Board and failing such nomination, shall be elected by the Committee itself. Every such Committee shall conform to any regulations which may from time to time be imposed on it by the Board. In the absence of any regulation to the contrary the quorum necessary for the transaction of business at a meeting of the Committee shall be three members of the Committee. The meetings and proceedings of every such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board itself, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under this Article.

22. The Directors may at any time act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose. All acts 'bona fide' done by any meeting of the Board or of any Committee appointed under the Articles or by any person acting as a Director or Committee-man shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Board or Committee or in the appointment or qualification of the person in question, be as valid as if the defect had not occurred.

23. The Board shall cause minutes to be made of all resolutions and proceedings of General Meetings and of meetings of the Board and Committees, and any such minutes, if signed by the person purporting to be the Chairman of the meeting to which they relate or at which they are read, shall be received as 'prima facie' evidence of the facts therein stated.

24. A Director, or a firm or company of which he is a partner, director or shareholder, may contract with the Company or be interested in any contract entered into or proposed to be entered by the Company. He shall not be liable to account to the Company for any profits realised by him from any such contract by reason that he holds the office of Director or by reason of the fiduciary relationship thereby established, but the nature of his interest must be disclosed by him at the meeting of the Board at which the question of entering into the contract is first taken into consideration, or, if he was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested, and in a case where he becomes interested in a contract after it is made, such declaration shall be made at the first meeting of the Board held after he becomes so interested. A general notice by a Director to the Board that he is a member or director of or shareholder in any specified firm or company, and is to be regarded as interested in any contract which may after the date of the notice be made with such firm or company, shall be a sufficient declaration of interest in relation to any such contract under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract with such firm or company. A Director may vote in respect of any such contract or on any matter in which he is personally interested and if he does so vote his vote shall be counted and he may be reckoned for the purpose of constituting a quorum.

#### REMUNERATION OF DIRECTORS

25. A Director shall not as such be entitled to remuneration for his services, but at the discretion of the Board every Director shall (if he so desires) be paid such reasonable travelling, hotel and other expenses as he may incur in going to, attending and returning from meetings of the Board or Committees, or General Meetings of the Company, or which he may otherwise incur in or about the business of

the Company. Nothing herein contained shall affect the right of the Board to pay remuneration under Article 13(A).

#### ACCOUNTS, AUDIT AND DISTRIBUTIONS

26. The Company shall keep books of account in accordance with the Acts at the Registered Office of the Company or (subject to the provisions of the Acts) at such other place as the Board think fit. The books shall at all times be open to inspection by the Directors. Except as authorised by law no member shall have the right to inspect the books.

27. The Board shall, in accordance with the Acts, lay before the Company in General Meeting balance sheets, income and expenditure accounts, reports by the Board and Auditors' reports. Each report of the Auditors shall be read before the Company at the relative General Meeting and shall be open to inspection by any member. A copy of every income and expenditure account and balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in General Meeting shall, at least twenty-one clear days prior to the General Meeting, be sent (without charge) by post to every member at his registered address and to the Auditors.

28. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the Acts.

#### MISCELLANEOUS PROVISIONS

29. The Company may serve a notice or other document upon any member by posting it in a prepaid first class letter addressed to the member at his registered address. The document shall be deemed to have been served at the expiration of twenty-four hours after the same is posted and in proving such service it shall be sufficient to prove that the document was properly addressed and posted.

30. The following provisions shall have effect as respects joint members (if any) of the Company, viz. (i) joint members shall be treated as one member for the purposes of the guarantee under Clause 5 of the Memorandum of Association and of any obligations of a member under the Articles but shall be jointly and severally liable in respect thereof; (ii) if one of several joint members ceases to be a member the remainder shall not by reason of such cesser themselves cease to be members; (iii) any one of joint members may vote at any General Meeting of the Company either personally or by proxy as if he were a sole member.

31. Every Director and other officer of the Company (including an Auditor) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in relation to the Company, in which judgement is

given in his favour or in which he is acquitted, or in connection with any application in which relief is granted to him by a Court under the Acts.

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under the

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

For and on behalf of *Peter Charles Downham* DAVID INGAMIELLS LIMITED

.....  
PETER CHARLES DOWNHAM  
Director  
290-294 Flower Market,  
New Covent Garden Market,  
London SW8

For and on behalf of *John Collingridge* J. COLLINGRIDGE LIMITED

.....  
JOHN COLLINGRIDGE  
Director  
218-223 Flower Market,  
New Covent Garden Market,  
London SW8.

---

Dated this 22nd day of November 1984

Witness to the above Signatures:-

*A. Bowen*

ALAN BOWEN

13, WILSON ST  
WINCHMORE HILL  
LONDON N9

SACKSTON

Amend<sup>k</sup> Ex<sup>t</sup> JL/HAS

**G**

## THE COMPANIES ACTS 1948 TO 1981

**Statement of first directors and  
secretary and intended situation  
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type,  
bold block lettering

To the Registrar of Companies

For official use

1873287/4

Name of Company

THE FLOWERS AND PLANTS ASSOCIATION

limited\*

\* delete if  
inappropriateThe intended situation of the registered office of the company  
on incorporation is as stated below

Saddlers' Hall,

Gutter Lane,

Cheapside,

London EC2V 6BS.

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Stephenson Harwood,

Saddlers' Hall, aforesaid.

Number of continuation sheets attached (see note 1)

1

Presenter's name, address and  
reference (if any):Stephenson Harwood,  
Saddlers' Hall,  
Gutter Lane,  
Cheapside,  
London EC2V 6BS.

Ref: 34

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company(note 2) are as follows:

Please do not write in this binding margin



Important  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation
PETER FIRMSTON-WILLIAMS, OBE	COMPANY DIRECTOR
Previous name(s) (note 3)	Nationality
Address (note 4) OAK HOUSE, 12 PEMBROKE ROAD, MOOR PARK, NORTHWOOD, MIDDLESEX HA6 2HR.	BRITISH
Other directorships †	Date of birth (where applicable) (note 6)
See Continuation Sheet	N/A
I hereby consent to act as director of the company named on page 1	
Signature <i>Peter Firmston-Williams</i>	Date 21. 11. 1984

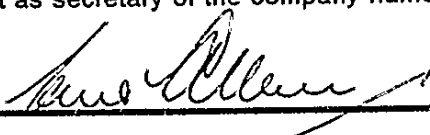
Name (note 3)	Business occupation
BRIAN WILLIAM WILLS-POPE	FLORIST AND COMPANY DIRECTOR
Previous name(s) (note 3)	Nationality
Address (note 4) 5 Priory Avenue, Kingskerswell, Newton Abbot, Devon, TQ12 5AO.	BRITISH
Other directorships †	Date of birth (where applicable) (note 6)
Interflora Limited (British Unit) (Vice-President)	N/A
Interflora Services Limited	
I hereby consent to act as director of the company named on page 1	
Signature <i>Brian Wills-Pope</i>	Date 24. 11. 1984

Name (note 3)	Business occupation
COLIN MERVYN GORDON ALLEN	GENERAL ADMINISTRATOR
Previous name(s) (note 3)	Nationality
Address (note 4) 10 WHITECROFT WAY, BECKENHAM, KENT BR3 3AG.	BRITISH
Other directorships †	Date of birth (where applicable) (note 6)
	N/A
I hereby consent to act as director of the company named on page 1	
Signature <i>Colin Mervyn Gordon Allen</i>	Date 21. 11. 1984

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write in this  
binding margin

**Important**  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

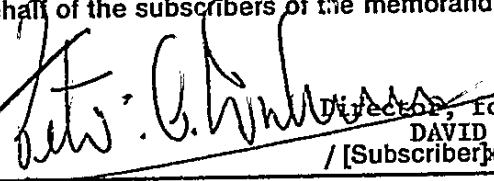
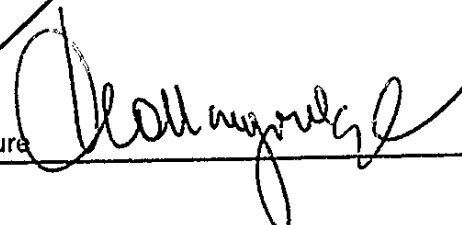
Name (notes 3 & 7)	COLIN MERVYN GORDON ALLEN
Previous name(s) (note 3)	
Address (notes 4 & 7)	As above
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 21. 11. 1984

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature		Director, for and on behalf of
		DAVID INGAMELLS LIMITED
	/ [Subscriber] <del>Agent</del>	Date 22. 11. 1984
Signature		Director, for and on behalf of
		J. COLLINGRIDGE LIMITED
	/ [Subscriber] <del>Agent</del>	Date 22. 11. 1984



Please do not  
write in this  
binding margin

THE COMPANIES ACTS 1948 TO 1981

**Statement of first directors and  
secretary and intended situation  
of registered office (continuation)**

Continuation sheet No. 1  
to Form No. 1

For official use

1873287

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of Company

\* delete if  
inappropriate

THE FLOWERS AND PLANTS ASSOCIATION

~~limited~~

Particulars of the first directors (continued) (note 2).

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

† enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient  
continue over-  
leaf.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Particulars of other directorships held or previously held (note 5) specifying the director in question

Peter Firmston-Williams

Covent Garden Market Authority (Chairman)  
Retail Consortium (Chairman)  
Woolworth Holdings plc (Deputy Chairman)  
B & Q (Retail) Limited  
F.W. Woolworth Pension Fund Limited  
F.W. Woolworth (Overseas) Limited  
F.W. Woolworth (Jamaica) Limited  
F.W. Woolworth (Barbados) Limited  
F.W. Woolworth (Cyprus) Limited  
F.W. Woolworth (Zimbabwe) Limited  
Comet Group plc  
Bayfleet Limited

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write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

#### Note

This declaration  
should accompany  
the application for  
the registration of  
the company.

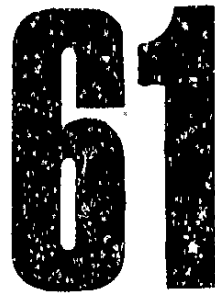
\* Insert full name  
of company

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or, in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or a  
person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of  
the Companies  
Act 1976

THE COMPANIES ACTS 1948 TO 1981

## Declaration on application for the registration of a company exempt from the requirement to use the word "limited".

Form No. 61



Pursuant to section 25 (4)(a) of the Companies Act 1981

For official use

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Company number

1873 287	5
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Name of Company

THE FLOWERS AND PLANTS ASSOCIATION	*
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I, BRUCE KELVIN DUNS

of Saddlers' Hall, Gutter Lane, Cheapside, London EC2V 6BS.

being a solicitor of the Supreme Court engaged in the formation

of The Flowers and Plants Association

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

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 1 Gresham Street,

London, EC2V 7BU.

Signature of Declarant

*Bruce K. Duns.*

the 28th day of November,

One thousand nine hundred and Eighty-Four

before me H.G. ARDRE (HUGH GILBERT ARDRE)

~~A Commissioner for Oaths or Notary Public or Justice~~  
~~of the Peace~~ or Solicitor having the powers conferred  
on a Commissioner for Oaths.

Presentor's name, address and  
reference (if any):

Stephenson Harwood,  
Saddlers' Hall,  
Gutter Lane, Cheapside,  
London EC2V 6BS.

Ref: 34

For official use

New companies section

Post room