

Company No 3433255

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

E F EDUCATIONAL TOURS LIMITED

- 1 The Company's name is E F. EDUCATIONAL TOURS LIMITED*.
- 2 The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are -**

(A) To carry on all or any of the businesses of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds, to promote, establish and organise travel clubs, to organise holidays, trips, tours and the like, to carry on the businesses of proprietors of travel bureaux, theatre booking and ticket agencies of all kinds, air charter brokers and contractors, amusement caterers, theatrical and advertising contractors, haulage and transport contractors, railway, shipping and forwarding agents and contractors, universal providers, charterers, hirers, letters on hire of, plyers for hire with and manufacturers, repairers and merchants of, and dealers in aircraft, motor cars, coaches, cabs, vans and other vehicles, boats, yachts and vessels of all descriptions; importers and exporters, merchants of and dealers in foodstuffs, produce, goods, wares and merchandise of all kinds, tobacconists and confectioners, newsagents, general caterers, laundry proprietors, hairdressers, jewellers, general merchants and traders, and to manufacture, buy, sell and deal in goods, wares, produce, merchandise and materials, articles and things of all kinds necessary or useful for carrying on the foregoing businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects

* The company was incorporated on 12 September 1997 as Dalwen Limited and changed its name to E F Educational Tours Limited on 24 October 1997 pursuant to a special resolution passed on 30 September 1997

** Clause 3(A) was adopted by special resolution on 30 September 1997



- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation
- (I) To lend and advance money or give credit on any terms and with or without security to any person, firm or Company (including without prejudice to the generality of the foregoing any holding Company, subsidiary or fellow subsidiary of, or any other Company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or Company (including without prejudice to the generality of the foregoing any such holding Company, subsidiary, fellow subsidiary or associated Company as aforesaid).

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as it may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or Corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any Company or Corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such Company

(P) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit

(S) To amalgamate with any other Company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such Company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal 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

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise

(V) To do all such things as are incidental or conducive to the above objects or any of them

and it is hereby declared that in the construction of this Clause the word "Company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company

4 The liability of the Members is limited

5 The share capital of the Company is £1 divided into 1 Ordinary share of £1 ***

*** The company was incorporated with an authorised share capital of 1,000 ordinary shares of £1 00 each and increased its share capital to 100,000 ordinary shares of £1 00 each pursuant to a special resolution passed on 30 September 1997. The company reduced its share capital to 1 share of £1 pursuant to a special resolution passed on 18 July 2012

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
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Kathleen Elizabeth Ringsell
6 Ashcroft Court
56 Addiscombe Road
Croydon
Surrey CR0 5PF

One

Matthew Russell Aucott
Flat 4
James Hilton House
23 Woodford Road
Snaresbrook
London E18 2EL

One

Total Number of Shares taken up

Two

Dated the 5th day of September 1997

WITNESS to the above Signatures

K Tatam F C I S
Crwys House
33 Crwys Road
Cardiff CF2 4YF

Business Manager Cardiff

Company No 3433255

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

E F EDUCATIONAL TOURS LIMITED

(Adopted by special resolution on 30 September 1997)

PRELIMINARY

1 The Companies Act 1985 is hereinafter referred to as "the Act" Subject as hereinafter provided, the Regulations in Table 'A' in The Companies (Tables A-F) Regulations 1985 shall apply to the Company and such Table is hereinafter referred to as "Table A".

2 Regulations 64, 73 to 78 and 80 of Table A shall not apply to the Company

ALLOTMENT OF SHARES

3. Sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 of the Act shall not apply

4 Subject to Article 3 the Directors are unconditionally authorised to allot shares in the capital of the Company to such persons, at such times and generally on such terms and conditions as they think proper up to the amount of authorised but unissued share capital during a period of five years following incorporation

LIEN

5 The Company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Regulation 8 of Table A the words 'not being a fully paid share' shall be omitted

TRANSFER OF SHARES

6 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares, whether fully paid or not

GENERAL MEETINGS AND RESOLUTIONS

7 In Regulation 46 sub-clause (b) of Table A 'one Member' shall be substituted for the words 'two Members'

8 Regulation 40 of Table A shall be read and construed as if the words 'at the time when the Meeting proceeds to business' were added at the end of the first sentence

VOTES OF MEMBERS

9 In Regulation 54 of Table A the words 'or by Proxy' shall be inserted after the word 'person'

DIRECTORS

10. Unless the Company in general meeting determines otherwise, there shall be no maximum number of Directors, the minimum number of Directors shall be one

11. In addition to the provisions of Regulations 65 to 69 of Table A an appointment of an alternate Director may also be revoked at any time by a resolution of the Directors or by an Ordinary Resolution of the Company in general meeting

12. The last two sentences of Regulation 79 of Table A shall not apply to the Company

13. The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director

14. In addition to the aforesaid and for as long as a majority of the equity share capital of the Company is beneficially owned by another body corporate, the Directors of the Company or any of them may at any time or from time to time be appointed and removed by that body corporate by a notice in writing signed by an authorised officer on its behalf and left at or sent to the Registered Office of the Company. Such appointment or removal shall take effect forthwith upon delivery of the notice to the Registered Office of the Company or on such later date (if any) as may be specified therein

15 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 of Table A shall be modified accordingly

16 The following sentence shall be added to Regulation 89 of Table A -

"Any Director or alternate Director who attends a meeting of the Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of the Articles and shall be counted in the quorum accordingly "

17 In the event that only one Director holds office such sole Director shall have authority to exercise all powers which are provided by the Regulations of Table A or these Articles.

18 Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered. Regulations 94 and 95 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

19 The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may notwithstanding the provisions of Section 80 of the Act issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

INDEMNITY

20 (a) Every Director or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other Officer or Auditor shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

FIRST DIRECTOR AND SECRETARY

21. The first Director and Secretary of the Company shall be the persons named as such in the statement delivered under Section 10 of the Act.

Names and Addresses of Subscribers

Kathleen Elizabeth Ringsell
6 Ashcroft Court
56 Addiscombe Road
Croydon
Surrey CR0 5PF

Matthew Russell Aucott
Flat 4
James Hilton House
23 Woodford Road
Snaresbrook
London E18 2EL

Dated the 5th day of September 1997

WITNESS to the above Signatures:

K Tatam F C.I S
Crwys House
33 Crwys Road
Cardiff CF2 4YF

Business Manager Cardiff