

File Copy



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5315494

The Registrar of Companies for England and Wales hereby certifies that
PLANT TALK LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 17th December 2004



N05315494K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number	5315494
Company name	PLANT TALK LIMITED
I,	JOHN RICHARD SANDBROOK
of	15 CAMBRIDGE ROAD LONDON UK SW20 0SQ
a	person named as a secretary of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:	I hereby state that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.
------------	--

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

<p>First directors and secretary and intended situation of registered office</p>

Received for filing in Electronic Format on the: 16/12/2004

X3Q1D141

*Company Name
in full:* **PLANT TALK LIMITED**

*Proposed Registered
Office:* **14 ROLLESTONE STREET
SALISBURY
ENGLAND
SP1 1DX**

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

Agent's Name: **THE LONDON LAW AGENCY LIMITED**
Agent's Address: **69 SOUTHAMPTON ROW
LONDON
WC1B 4ET**

Company Secretary

Name **JOHN RICHARD SANDBROOK**

Address: **15 CAMBRIDGE ROAD
LONDON
UK
SW20 0SQ**

Consented to Act: **Y**

Date authorised **16/12/2004**

Authenticated: **Y**

Director 1:

Name **JOHN RICHARD SANDBROOK**

Address: **15 CAMBRIDGE ROAD
LONDON
UK
SW20 0SQ**

Nationality: **BRITISH**

Business occupation: **CONSULTANT AND CHARTERED
ACCOU**

Date of birth: **13/08/1946**

Consented to Act: **Y** *Date authorised* **16/12/2004** *Authenticated:* **Y**

Other Directorships: **2959712 FORUM FOR THE FUTURE
3166339 PLANTLIFE INTERNATIONAL - THE WILD PLANT
CONSERVATION CHARITY
3278093 EDEN PROJECT LTD**

Director 2:

Name **PENELOPE JANE SMART**

Address: **WINTERBOURNE HOUSE
THE STREET
CHILMARK
UK
SP3 5AU**

Nationality: **BRITISH**

Business occupation: **CHIEF EXECUTIVE**

Date of birth: **22/02/1958**

Consented to Act: **Y** *Date authorised* **16/12/2004** *Authenticated:* **Y**

Other Directorships: **3162250 NATIONAL WILDFLOWER CENTRE**

Director 3:

Name **KENDLE ANTHONY DAVID**

Address: **3 MILL HILL
LOSTWITHIEL
CORNWALL
UK
PL22 0HB**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **24/11/1958**

Consented to Act: **Y** *Date authorised* **16/12/2004** *Authenticated:* **Y**

THE COMPANIES ACTS 1985 to 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
PLANT TALK LIMITED**

BATES, WELLS & BRAITHWAITE
Cheapside House
138 Cheapside
London
EC2V 6BB

Ref: STL/AS/016169/0004

Company number: []

THE COMPANIES ACTS 1985 and 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

PLANT TALK LIMITED

1. The name of the company (hereinafter called "the Company") is **Plant Talk Limited**.

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

3. Objects

The Company's objects are to:-

- 3.1 advance the education of the public to increase their knowledge, understanding, appreciation and awareness of plants, their value and the need for conservation; and
- 3.2 promote the study, protection and preservation from extinction of natural flora and associated fauna in any part of the world; and
- 3.3 undertake research into plants and their conservation and to disseminate the useful results of such research.

4. Powers

To promote its objects but not for any other purpose the Company may:-

- 4.1 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
- 4.2 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

- 4.3 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- 4.4 purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 4.5 subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable.
- 4.6 subject to any consent required by law borrow and raise money on such terms and security as the Company may think suitable;
- 4.7 raise funds and invite and receive contributions from any person(s) provided that the Company shall not undertake any permanent trading activities in raising funds;
- 4.8 carry on trade in the course of carrying out any of its objects;
- 4.9 carry on temporary trade ancillary to carrying out its objects;
- 4.10 incorporate wholly owned subsidiary companies to carry on any trade;
- 4.11 employ and pay employees and professional or other advisors;
- 4.12 grant pensions and retirement benefits to employees of the Company and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Company and their dependants;
- 4.13 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint directors, trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporate with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 4.14 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.15 invest and deal with the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.16 guarantee and become or give security for the performance of contracts by any person or company;
- 4.17 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;

- 4.18 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to the Company's objects;
- 4.19 pay out of its funds the costs of forming and registering the Company;
- 4.20 pay out of the funds of the Company the cost of any premium in respect of any indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the Company. No such insurance shall extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 4.21 do all such other lawful things as shall further the Company's objects.
- 5. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Company except for payment in good faith of:-
 - 5.1 reasonable and proper wages to any employee (not being a Director) for any services given to the Company and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Company;
 - 5.2 interest on money lent to the Company at a reasonable and proper rate per annum;
 - 5.3 reasonable and proper rent for premises let to the Company;
 - 5.4 fees, or other benefits to any company of which a Director is also a member holding not more than 1/100th part of the capital;
 - 5.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.21 of this Memorandum;
 - 5.6 the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Company or of the Directors benefit under this provision and provided that any such member or Director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;

- 5.7 reasonable remuneration to any Director who possesses special skills or knowledge and any firm or company of which such Director is a member, partner or employee for work carried out by the Director on the instructions of the Directors but;
 - 5.7.1 only if the procedure described in article 72 of the Articles is followed in selecting the Director; and
 - 5.7.2 provided that this provision may not apply to more than half the Directors in any financial year.
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1, to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-
 - 7.1 for the payment of the Company's debts and liabilities contracted before he or she ceased to be a member;
 - 7.2 for the costs, charges and expenses of winding up; and
 - 7.3 for the adjustment among themselves of the rights of persons who have contributed to the Company's assets.
- 8. If any property remains after the Company has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Company. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Company and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 of this Memorandum imposes upon the Company. The institution or institutions which are to benefit shall be chosen by the members of the Company at or before the time of winding up or dissolution.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

	<u>Guarantee</u>
1. John Richard Sandbrook 15 Cambridge Road London SW20 0SQ	£1
2. Plantlife International – the Wild Plant Conservation Charity 14 Rolleston Street Salisbury Wiltshire SP1 1DX	£1
3. Eden Project Limited Bodelva Par Cornwall PL24 2SG	£1

Dated 16 December 2004

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

PLANT TALK LIMITED

Interpretation

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;
1.2 "Articles"	these Articles of Association of the Company;
1.3 "clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.4 "Company"	Plant Talk Limited;
1.5 "Electronic Communications" and "Electronic Signature"	have the meaning ascribed to it in the Electronic Communications Act 2000;
1.6 "in writing"	means written, printed or transmitted writing including an electronic communication or electronic signature;
1.7 "Memorandum"	the Memorandum of Association of the Company;

- | | | |
|------|----------------------------|---|
| 1.8 | “Office” | the registered office of the Company; |
| 1.9 | “Secretary” | the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary; |
| 1.10 | “Director” and “Directors” | the director and directors as defined in the Act. |
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Company.

3. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. Subject to Article 4, every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require signed by him or her.
4. The Directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
5. The Directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
6. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members.
7. Subject to the Directors' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by giving notice in writing to the Company and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
8. Every corporate member shall appoint an individual to represent it at meetings of the Company and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its

representative with another individual by giving notice in writing to the Company.

9. The Directors may admit to and remove from honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Act and shall not be entitled to vote on any matter.
10. Subject to Article 7, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
 - 10.1 on the expiry of at least seven clear days' notice given by him or her to the Company of his or her intention to withdraw;
 - 10.2 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing him or her that he or she will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the Directors may determine;
 - 10.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an administrative receiver appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 10.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.
11. The Directors may at their discretion levy subscriptions on all members of the Company at such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

Patron

12. The Director may appoint and remove any person as a patron of the Company and on such terms as it shall think fit.

13. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members.

General Meetings

Annual General Meeting

14. The Company shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Directors shall think suitable.

Other General Meetings

15. The Directors may call a general meeting at any time. The Directors shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

16. Unless Article 17 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
17. A general meeting may be called by shorter notice if it is so agreed:-
 - 17.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - 17.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of Notice

18. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

19. Notice of general meetings shall be given to every member and to the Directors and any patron and to the auditors of the Company.

Proceedings at General Meetings

20. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member or ten percent of the total membership, whichever is the greater, shall be a quorum.
21. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such 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 for the meeting the members present shall be a quorum.
22. The chair, if any, of the Directors or in his or her absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he or she shall be chair.
23. If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
24. A Director may, even if not a member, attend and speak at any general meeting.
25. The chair may, with the consent of a 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
26. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands

a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- 26.1 by the chair; or
 - 26.2 by at least two members having the right to vote at the meeting; or
 - 26.3 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
27. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 28. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
 29. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 30. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
 31. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 32. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

33. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
34. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members. The date of a written resolution shall be the date on which the last member signs. Copies of all proposed written resolutions of the members shall be sent to the Company's auditor before being passed.

Votes of members

35. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
36. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.
37. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.
38. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Signed on []”

“Plant Talk

I/We, _____, of _____, _____, being a member/members of the above named Company, hereby appoint _____ of _____, _____ or failing him/her, _____ of _____, _____ as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [_____], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 []*for []*against

Resolution No 2 []*for []*against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on []”

42. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- 42.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 42.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- 42.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
43. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
44. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Directors

Number of Directors

45. Unless otherwise decided by ordinary resolution the maximum number of Directors shall be twelve and the minimum shall be three.

Powers of Directors

46. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the

Memorandum or Articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

47. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

Regulations

48. The Directors shall have power from time to time to make, repeal or alter regulations as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business by the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of Directors' powers

49. The Directors may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 49.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 49.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify; and
 - 49.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary; and
 - 49.4 all delegations under this Article shall be revocable at any time; and
 - 49.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
50. For the avoidance of doubt, the Directors may (in accordance with Article 49) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account

according to such mandate as it shall think fit whether or not requiring a signature of any Director, provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors.

51. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

Appointment and retirement of Directors

52. At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. If there is only one Director who is subject to retirement by rotation, he or she shall retire.
53. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
54. If the Company at the meeting at which a Directors retires by rotation does not fill the vacancy, the retiring Directors shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Directors is put to the meeting and lost.
55. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:-
 - 55.1 he or she is recommended by the Directors; or
 - 55.2 at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his or her willingness to be appointed or reappointed.
56. No person may be appointed as a Director:
 - 56.1 unless he or she has attained the age of 18 years; or

- 56.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of Article 61.
57. At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of Directors.
58. Subject to the above Articles, 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 and may also decide the rotation in which any additional Director are to retire.
59. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
60. Subject to the above Articles, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Directors

61. The office of a Director shall be vacated if:-
- 61.1 he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director; or
- 61.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 61.3 he or she is, or may be, suffering from mental disorder and either:-

- 61.3.1 he or she 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
 - 61.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 61.4 he or she resigns his or her office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

Expenses of Directors

62. The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Proceedings of Directors

63. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
64. Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors. Notice of every meeting of the Directors stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
65. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
66. The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be two.
67. The continuing Director or a sole continuing Director may act notwithstanding any vacancies in their number but, if and so long as the

number of Directors is less than the number fixed as a quorum, the Directors 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.

68. The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he or she is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
69. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, even if afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
70. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors. The date of a written resolution of the Directors shall be the date on which the last Director signs.
71. A meeting of the Directors may be held either in person or by suitable electronic means agreed between the Directors in which all participants may communicate simultaneously with all other participants.

General

Conflicts of interest

72. Whenever a person has a personal interest in a matter to be discussed at a meeting or whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to the matter to be discussed at a meeting, he or she must:
 - 72.1 declare an interest before discussion begins on the matter;
 - 72.2 withdraw from that part of the meeting unless expressly invited to remain;

- 72.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
- 72.4 in the case of personal interests withdraw during the vote and have not vote on the matter.

Secretary

- 73. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Minutes

- 74. The Directors shall cause minutes to be made in books kept for the purpose:-
 - 74.1 of all appointments of officers made by the Directors; and
 - 74.2 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Directors of the Company, be sufficient evidence of the proceedings.

Accounts and Reports

- 75. The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
- 76. The Director shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
 - 76.1 annual reports;
 - 76.2 annual returns;
 - 76.3 annual statements of account.

Notices

77. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
78. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
79. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
80. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or facsimile has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

81. Subject to the provisions of the Act but without prejudice to any indemnity to which a Directors may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees' Indemnity Insurance

82. The Directors shall have power to resolve pursuant to clause 4.21 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Winding-up

83. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

1. John Richard Sandbrook
15 Cambridge Road
London
SW20 0SQ
2. Plantlife International – the Wild Plant
Conservation Charity
14 Rolleston Street
Salisbury
Wiltshire
SP1 1DX
3. Eden Project Limited
Bodelva
Par
Cornwall
PL24 2SG

Dated 16 December 2004