

FILE COPY



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

Company No. 5401103

The Registrar of Companies for England and Wales hereby certifies that
THE FALCONRY HERITAGE TRUST

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 22nd March 2005



N054011031



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

The Falconry Heritage Trust

I, Nicholas Christopher Fox

of Penllynin, College Road, Carmarthen, SA33 5EH.

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and 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.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

NC Fox

Declared at

Ungeod Thomas & King
Carmarthen

Day Month Year

On

18 03 2010

• Please print name.

before me •

S. J. GODDARD

Signed

S. J. Goddard

Date

18/3/05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

SOLICITOR

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Ungeod Thomas & King
6 Quay Street, Carmarthen

Tel 01267 237444

DX number 51400 DX exchange Carmarthen.



A33
COMPANIES HOUSE

Form revised 10/03

0314
19/03/05

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

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

Company Name in full

THE FALCONRY HERITAGE TRUST

I, NICHOLAS CHRISTOPHER FOX

of PENLLYNIN COLLEGE RD. CARMARTHEN

a [Solicitor engaged in the formation of the company][person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985][†] do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

NC Fox

Declared at

Gwynne House 6 Quay Street Carmarthen

Day Month Year

on

08 03 2005

Please print name.

before me ^o

ANN CARYS OWEN

Signed

Date

08/03/05

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

ANN CARYS OWEN

SOLICITOR

UNGOED THOMAS & KING

GWYNNE HOUSE, 6 QUAY STREET
CARMARTHEN, CARMS SA31 3JX

Tel 01267 237441

DX number 51400

DX exchange CARMARTHEN.

Please give the name, address,
telephone number and, if available,
DX number and Exchange of
the person Companies House should
contact if there is any query.



A33

COMPANIES HOUSE

0310

19/03/05

A51

COMPANIES HOUSE

0508

11/03/05

revised June 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

THE FALCONRY HERITAGE TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PENLLYNIN FARM

COLLEGE ROAD

Post town

CARMARTHEN

County / Region

CARMARTHENSHIRE

Postcode

SA33 5EH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form.

email : office @ falcons .co .uk

Tel 01267 233864

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A48MUSPF

0312

A33
COMPANIES HOUSE

19/03/05

0306

A51
COMPANIES HOUSE

11/03/05

A5P3232P

0335

A28
COMPANIES HOUSE

24/02/05

form April 2002

Company Secretary (see notes 1-5)

Company name

THE FALCONRY HERITAGE TRUST

NAME

*Style / Title

DR

*Honours etc

BSc CED PhD

* Voluntary details

Forename(s)

NICHOLAS CHRISTOPHER

Surname

FOX

Previous forename(s)

Previous surname(s)

Address ^{††}

☐

PENLLYNIN FARM

COLLEGE ROAD

Post town

CARMARTHEN

County / Region

CARMARTHENSHIRE

Postcode

SA33 5EH

Country

WALES

I consent to act as secretary of the company named on page 1

Consent

N.C.F.

Date

1 Feb 05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

MR FCA

Forename(s)

DAVID HAMILTON

Surname

FOX

Previous forename(s)

-

Previous surname(s)

-

Address ^{††}

☐

ALLWITS, THE STREET,

BRIGHTWELL-CUM-SESTWELL

Post town

WALLINGFORD

County / Region

OXON

Postcode

OX10 0RR

Country

ENGLAND

Day Month Year

Date of birth

04 12 1945

Nationality

BRITISH

Business occupation

CHARTERED ACCOUNTANT

Other directorships

See attached

I consent to act as director of the company named on page 1

Consent signature

D.H.F.

Date

26.1.05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR .		*Honours etc	
* Voluntary details	Forename(s)	ROGER UPTON			
	Surname	UPTON			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	PLOUGH COTTAGE			
		THE BATH ROAD, MANTON			
	Post town	MARLBOROUGH			
	County / Region	WILTSHIRE	Postcode	SN 8 1PT	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		01	01	1937	BRITISH
	Business occupation	RETIRED			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature	RCUpton.		Date	4 FEB. 05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	15 Feb 2005
	Signed		Date	28 Jan 2005
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

DR

*Honours etc

BSc CED PhD

Forename(s)

NICHOLAS CHRISTOPHER

Surname

Fox

Previous forename(s)

Previous surname(s)

Address †

PENLLYNIN FARM

COLLEGE ROAD

Post town

CARMARTHEN

County / Region

CARMARTHENSHIRE

Postcode

SA33 5EH

Country

WALES

Day Month Year

Date of birth

23 12 1949

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

INTERNATIONAL WILDLIFE CONSULTANTS LTD

I consent to act as director of the company named on page 1

Consent signature

NC Fox

Date

1 Feb 05

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

NC Fox

26.1.05

NC Fox

1-2-05

RC. Upton

4-2-05

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

(93453

00045/20

5401103

Company No
Charity No

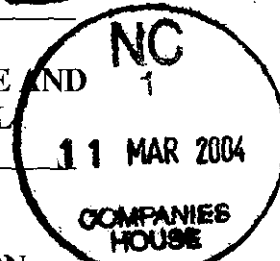
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE FALCONRY HERITAGE TRUST



24 FEB 2005



A33	*A48MU3PE*	0313
COMPANIES HOUSE		19/03/05
COMPANIES HOUSE		11/03/05
A28	*A28BY320*	0336
COMPANIES HOUSE		24/02/05

Name

1. The name of the company is THE FALCONRY HERITAGE TRUST (hereinafter called "the Charity")

Registered Office

2. The registered office of the Charity will be situated in Wales

Objects

3. The objects of the Charity (hereinafter called "the Objects") are :-
 - a). To preserve for the benefit of the public physical artefacts and objects that relate to the history and heritage of the sport of falconry, including its contributions to the scientific sub-disciplines of raptor biology, captive breeding, and conservation in a world-wide context.
 - b). To provide for the benefit and education of the public, information on falconry, its history and ancillary functions in electronic form as a web-based archive.
 - c). To provide access to physical artefacts at one or more suitable locations and to electronic information to the general public worldwide via the internet.
 - d). To promote any other purposes connected with falconry and raptor conservation as are charitable according to the law of England and Wales.
 - e). To promote the recognition of falconry as part of the world's intangible cultural heritage.



Powers

4. In furtherance of the Objects but not further or otherwise the Charity shall have the following powers:-
- (a) To promote or carry out research, scientific work, scientific investigation and development in pursuance of the Objects of the Charity and its work and to disseminate the results of such research for the education of the public
 - (b) To provide advice and training to persons concerned with furthering the Objects
 - (c) To co-operate with and enter into any interchange of facilities information and benefits with any other charities voluntary bodies or statutory authorities operating in furtherance of the Objects or similar charitable objects
 - (d) To commission, procure, produce, print, publish, distribute and sell all kinds of periodicals, books, articles, leaflets, films, videos, CD Roms, computer programmes, visual and audio aids and other multi media developments which may occur or other informative material relating to the Objects
 - (e) To advertise in such manner as may be thought expedient with a view to promoting the Objects
 - (f) To acquire any copyright, patent, translation, publication, right of publication or reproduction or other intellectual property right which may appear useful to the Charity and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same
 - (g) To enter into any arrangements with any government department, local authority, university, college, school or other body of persons anywhere in the world conducive to the promotion and attainment of the Objects

- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be necessary for any of the Objects or purposes of the Charity
- (i) Subject to such consents as may be required by law to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the assets of the Charity with a view to the promotion of the Objects
- (j) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not)
- (k) To raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation, gifts (both inter vivos and testamentary) loans of money and otherwise, provided that the Charity shall not undertake any permanent trading activities in raising funds for the Objects other than such activities as may be authorised by the next succeeding paragraph
- (l) To carry on trade (including although without prejudice to the generality of the foregoing the admission of the public to any facilities mentioned in sub-clause (a) above for payment of a fee) in so far as either the trade is exercised in the course of the actual carrying out of a primary Object of the Charity or the trade is *temporary and ancillary to the carrying out of a primary Object*
- (m) To engage and (subject to the provisions of Clause 5) pay upon such reasonable and proper terms as may be thought fit any person or persons whether on a full-time or part-time basis or on secondment and whether as consultant or employee to supervise, organise, carry on the work of or advise the Charity
- (n) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants

- (o) To establish, become a member of, support or aid in the establishment and support of other charitable bodies (whether incorporated or not), voluntary bodies or statutory bodies and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further the Objects
- (p) To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be necessary to its Objects
- (q) To invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities, or property as the Board (acting as if it were the beneficial owner of the same) may think fit. And in particular (but without limitation) to use such monies in providing fixed working capital either by way of share capital or by way of loan to a company whose principal object is to trade and donate its profits to the Charity Provided that any such use of monies is a qualifying investment or a qualifying loan as defined in Schedule 20 of the Income and Corporation Taxes Act 1988 and Provided always that any investment and any use of such monies shall be subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be required by law
- (r) To receive loans at interest or otherwise from, to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by, any person or company as may be necessary or convenient for the work of the Charity
- (s) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of, or in connection with, the Objects
- (t) To establish, promote or assist charitable companies with objects similar to those of the Charity for the acquisition of the property or liabilities of the Charity or to

carry on any authorised activity of the Charity or for any other charitable purpose calculated to benefit the Charity in the furtherance of its Objects

- (u) To amalgamate or affiliate with (by joining or co-operation or some other means) or to acquire or take over all or part of the undertaking or assets of any charitable association or institution having objects altogether or in part similar to those of the Charity and not formed for profit which the Charity may lawfully acquire or take over but so that any steps so taken shall not enlarge the Objects of the Charity or involve any activity or disbursement of funds which shall not further the attainment of those Objects
- (v) To provide indemnity insurance to cover the liability of the members of the Board ("the Board Members") 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 Charity Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board Members (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Board Members (or any of them) in reckless disregard as to whether it was a breach of trust or breach of duty or not
- (w) To pay out of the funds of the Charity the costs of forming the Charity and securing its registration as a charity with the Charity Commission
- (x) To procure the Charity to be recognised or registered in any foreign country or place
- (y) To do all such other lawful things as shall further the attainment of the Objects or any of them

Benefits to Members and Board Members

5. The income and property of the Charity from whatever source derived shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or

transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Charity and no Board Member shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED THAT nothing herein shall prevent any payment in good faith by the Charity:-

- (a) of reasonable remuneration to any member, officer or servant of the Charity (not being a Board Member) for any services rendered to the Charity
- (b) of the usual charges for business done by any Board Member who is person engaged in any profession or business or by any partner of his or hers when instructed by the Charity to act in a professional or business capacity on its behalf: provided that at no time shall a majority of the Board Members benefit under this provision and that a Board Member shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion”.
- (c) of interest on money lent by any member of the Charity (or any Board Member) at a reasonable and proper rate
- (d) of any reasonable and proper rent for premises demised or let by any member of the Charity (or any Board Member)
- (e) of fees, remuneration or other benefits in money or money's worth to a company of which a Board Member may be a member, provided that such payment if made instead to the Board Member would fall within paragraphs (b), (c), or (d) above, or provided that the Board member holds not more than $\frac{1}{10}^{\text{th}}$ part of the capital of the company
- (f) to any Board Member of reasonable and proper out-of-pocket expenses and
- (g) of any premium in respect of such insurance as is referred to in Clause 4(w)

Limited Liability

6. The liability of the members is limited

Guarantee

7. Every member of the Charity undertakes to contribute to the assets of the Charity if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Charity contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up the same, and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding £1

Dissolution

8. If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to the some other charity or charities having similar objects and which prohibits the distribution of its or their income and assets to an extent at least as great as is imposed on the Charity by Clause 5 above and if that cannot be done then to some other charitable objects

Amendments etc

9. No addition, alteration or amendment shall be made to the provisions of this Memorandum or of the Articles of Association for the time being in force which would have the effect that the Charity ceased to be a charity in law

Interpretation

10. (a) Words and expressions defined in the Articles have the same meanings in this Memorandum
- (b) References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We, the subscribers to this Memorandum, wish to be formed into a company pursuant to this Memorandum.

Subscribers:

Dr N. C. Fox, Penllyn Farm, College Road, Carmarthen SA33 5EH.

Signed:



Mr D. H. Fox, Allnuts, The Street, Brightwell-cum-Sotwell, Wallingford, Oxon, OX10 ORR.

Signed:



Witness:

Mr Nick Kester, Brynceirch, Blaenycod, Carmarthen SA33 6EU.

Signed:



Date: 7/3/05

Company No
Charity No

THE COMPANIES ACTS 1985 AND 1989

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

ARTICLES OF ASSOCIATION

of

THE FALCONRY HERITAGE TRUST

Preliminary

None of the regulations contained or incorporated in Tables A and C in the Schedule to the Companies (Table A to F) Regulations 1985 shall apply to the Charity except so far as the same are contained or repeated in these Articles.

Interpretation

1. In these Articles and (where the context permits) in the Memorandum:

"charitable" means charitable (and exclusively charitable) according to the law for the time being of England and Wales

"the Charity" means the company intended to be regulated by these articles

"the Board" means and "the Board Members" shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Charity, as defined in the Act

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" or "these Articles" means the articles of the Charity

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day from which it is given or on which it is to take effect

"executed" includes any mode of execution

"the Memorandum" means the memorandum of association of the Charity

"Member" has the meaning ascribed to it by Article 3.1

"office" means the registered office of the Charity

"the seal" means the common seal of the Charity if it has one

"Secretary" means the secretary of the Charity or such other person as may be expressly appointed to perform the duties of the secretary of the Charity under the provisions of Article 41 and shall include a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

Words importing the masculine gender include the feminine gender

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Charity

Membership

2. For the purposes of the Act and these Articles there shall be only one class of membership, namely full membership. Other classes of membership may be established from time to time by means of an ordinary resolution of the Charity but persons admitted to those classes shall not be Members for the purposes of the Act or these Articles. The Charity shall also have power by means of an ordinary resolution to discontinue admissions to any class of membership other than full membership or to close down any such class or classes. Particulars of persons admitted to the classes which do not confer membership for the purposes of the Act will not be entered in the register of Members.
- 3.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to full membership in accordance with the provisions of these Articles shall be members of the Charity for the purposes of the Act and these Articles and the expression "Member" in these Articles shall be construed accordingly.
- 3.2 The number of Members of the Charity at any time shall not be less than two.
- 3.3 Membership (whether full or otherwise) shall cease if the Member concerned:-
 - 3.3.1 retires from membership by notice in writing given to all other Members and to all Board Members provided that after such retirement the number of Members is not less than two; or
 - 3.3.2 dies.
 - 3.3.3 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 3.3.4 is, or may be, suffering from mental disorder and in relation to that disorder either he is admitted to hospital for treatment or the Charity receives advice from a consultant psychiatrist or neurologist that the Member concerned is incapable by reason of mental disorder (as defined in Section 1 of the Mental Health Act 1983 or any statutory re-enactment or amendment thereof) of

managing and administering his property and affairs or an order is made by a court (whether in the United Kingdom or elsewhere) for his detention or for the appointment of some person to exercise powers with respect to his property or affairs and, in any such case, the Charity in general meeting resolves that Membership shall cease; or

3.3.5 is removed by resolution passed by 75% of the Members of the Charity in general meeting.

3.4 New Members shall be appointed only by means of an ordinary resolution of the Charity.

4.1 If for whatever reason the number of Members of the Charity shall at any time fall below two ("the minimum" and the number by which the number of Members shall at that time have fallen below the minimum being called "the deficiency") and if within the period of six months thereafter the deficiency shall not have been made good by the admission of new Members made in accordance with Article 3.4 then the Board may at any time within the further period of three months by a unanimous resolution passed by all the Board Members for the time being holding office admit as new Members such person or persons corporate body or other organisation willing so to act as it thinks fit in order to make good the deficiency (or such of the deficiency as remained at the expiration of the said six month period) but not further or otherwise And if no such resolution shall be passed by the Board within the said further period of three months then the Charity may at any time thereafter by ordinary resolution (and notwithstanding that the number of Members shall or may be below the minimum at the time) admit as new Members such person or persons corporate body or other organisation willing so to act as it thinks fit in order to make good the deficiency (or such of the deficiency as aforesaid) but not further or otherwise

4.2 If the number of Members shall at any time fall below two the continuing Member may act only for the purpose of:

4.2.1 nominating and appointing a new Member or Members under Articles 3.4 or 4.1;

- 4.2.2 calling an extraordinary general meeting for the purpose of 4.2.1 above;
- 4.2.3 requisitioning an annual general meeting under section 368 of the Act;
- 4.2.4 transacting the business at an annual general meeting specified in Articles 6.1 to 6.4 inclusive including in particular but without limitation the appointment or re-appointment of Board Members thereat in accordance with these Articles;
- 4.2.5 agreeing to a general meeting (annual or extraordinary) being called by short notice under Article 9.

General Meetings

- 5. The Charity shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board Provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Charity 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.
- 6. The business to be transacted at the Annual General Meeting shall be as follows:
 - 6.1 to receive from the Board a full statement of account;
 - 6.2 to receive from the Board a report of the activities of the Charity since the previous Annual General Meeting;
 - 6.3 to allow the present members of the Board the opportunity to stand down from office;
 - 6.4 to appoint auditors for the Charity if required by law or desired; and

6.5 to transact such other business as may be brought before it.

7. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
8. The Board Members may whenever they think fit call an extraordinary general meeting and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Board Members to call a general meeting any Board Member or any Member of the Charity may call a general meeting.

Notice of General Meetings

9. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Board Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. Any general meeting (whether annual or extraordinary) may however be called by shorter notice than that hereinbefore specified if it is so agreed
 - (a) in the case of an 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 being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the Members.
- 10.1 The notice convening a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
- 10.2 Notice of a general meeting shall be given to all the Members and to the Board Members and auditors.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Proceedings at General Meetings

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a Member, shall be a quorum.
13. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting 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 chairman of the meeting may determine.
14. The Members present and entitled to vote shall choose one of their number to be the chairman of the meeting.
- 15.1 A general meeting of the Charity may consist of a conference between Members some or all of whom are in different places Provided that each Member who participates is able:
 - 15.1.1 to hear each of the other participating Members addressing the meeting; and
 - 15.1.2 if he so wishes, to address all of the other participating Members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or not) or by a combination of those methods.
- 15.2 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Members required to form a quorum.

- 15.3 A meeting held in this way is deemed to take place at the place where the largest group of participating Members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- 15.4 A resolution put to the vote of a meeting held in this way shall be decided by each Member indicating to the chairman of the meeting (in such manner as the chairman may direct) whether the Member votes in favour of or against the resolution or abstains.
- 15.5 References in this Article to Members shall include their duly appointed proxies and, in the case of any corporate Members, their duly authorised representatives.
16. The chairman of the meeting may, with the consent of the meeting if 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 the 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.
17. Every Member shall be entitled to attend or participate in general meetings howsoever held and to cast one vote. In the case of equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
18. A resolution in writing signed by or on behalf of all the Members who would be entitled to vote on it if it had been proposed at a general meeting at which he was present or at a meeting of any class of Members shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the Members and if the resolution is described as a special

or extraordinary resolution it shall have effect accordingly. This article is in addition to, and not limited by, the provisions in Sections 381 A-C and 382A of the Act.

19. In Article 18 references to a document being "signed" include it being approved by letter or facsimile.

Board Members and the Board of Management

- 20.1 The Board Members shall not, unless otherwise determined by an ordinary resolution of the Charity, be less than two.
- 20.2 The first Board Members shall be those persons named in the statement pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future Board Members shall be appointed as provided subsequently in the Articles.
- 20.3 The Board shall appoint one Board Member to be chairman of the Board. The Board chairman shall hold office until he shall cease to be a Board Member or for such period as the Board shall decide.
- 20.4 The Board may appoint one or more Board Members to the office of vice-chairman or treasurer upon such terms and for such period as the Board may think fit.
- 20.5 A person who ceases to be a Board Member or the Board chairman shall be eligible for reappointment.
- 20.6 The Board Members may be repaid by the Charity travelling, hotel and other expenses reasonably and properly incurred by them in attending to any matter connected with the Charity.

Appointment of Board Members

21. New Board Members shall be appointed only by means of an ordinary resolution of the Charity.

22.1 No Board Member shall vacate his office or be ineligible for reappointment as a Board Member nor shall any person be ineligible for appointment as a Board Member by reason only of his having attained a particular age.

22.2 No special notice is required of any resolution appointing or approving the appointment of such a Board Member nor is any notice required to state the age of the person to whom such resolution relates.

Disqualification and removal of Board Members

23. The office of a Board Member shall be vacated if:

23.1 he ceases to be a Board Member by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

23.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

23.3 if he is, or may be, suffering from mental disorder and in relation to that disorder either he is admitted to hospital for treatment or an order is made by a court (whether in the United Kingdom or elsewhere) for his detention or for the appointment of some person to exercise powers with respect to his property or affairs and, in either case, the Board of Management resolves that his office be vacated; or

23.4 he resigns his office by notice to the Charity; or

23.5 he shall for more than six consecutive months have been absent without permission of the Board from Board meetings held during that period and the Board resolve that his office be vacated; or

23.6 he is removed by the Charity by an ordinary resolution of the Charity.

Powers of the Board

- 24.1 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 24.2 The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a Board meeting at which a quorum is present may exercise all powers exercisable by the Board.
- 24.3 Subject to the provisions of the Act and to these Articles and to Clause 5 of the Memorandum and, provided that he has disclosed to the Board the nature and extent of any material interest of his, a Board Member notwithstanding his office:
- 24.3.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Charity or in which the Charity is otherwise interested;
- 24.3.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Charity or in which the Charity is otherwise interested; and
- 24.3.3 provided that the provisions of Clause 5 of the Memorandum are adhered to, shall not, by reason of his office, be accountable to the Charity for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 24.4 For the purposes of Article 24.3:-

24.4.1 a general notice given to the Board that a Board Member is to be regarded as interested in any transaction or arrangement which may be made with a specified person or class of persons or body corporate shall be deemed a sufficient disclosure of interest in relation to any such transaction or arrangement; and

24.4.2 an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

24.5 Where a Board Member has in any way an interest in any such transaction or arrangement as is mentioned in Article 24.3 which conflicts or may conflict with the interests of the Charity:-

24.5.1 that Board Member (and his spouse if also a Board Member) shall withdraw from any meeting whilst the transaction or arrangement is being discussed *(unless expressly invited to remain in order to provide information)*; and

24.5.2 that Board Member (and his spouse if also a Board Member) shall not vote on the matter.

Delegation of Board's powers

25.1 The Board may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of at least one Board Member and such other persons (if any) as the Board may determine.

25.2 The Board Member (or any one of the Board Members) appointed to any such committee shall have the right to veto any resolution or decisions proposed by such committee involving the expenditure of funds.

25.3 The resolution making that delegation shall specify the financial limits within which any such committee shall function.

- 25.4 The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.
- 25.5 All delegations under this Article shall be revocable at any time.
- 25.6 The Board 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.
- 25.7 For the avoidance of doubt the Board may delegate all financial matters to any such committee (subject however to the terms of Article 25.2) and may empower such committee to resolve upon the operation of any bank account (subject to such conditions as the Board shall impose) whether or not requiring a signature of any Board Member.

Notwithstanding any other provision of this Article 25 no meeting of any such committee shall be quorate unless at least one Board Member shall be present. Subject to that, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board Members.

26. The Board may entrust to and confer upon a chief executive for the time being or any Board Member holding any other executive office such of the administrative powers exercisable under these Articles by the Board as it may think fit, and may confer those powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions, as it may consider expedient, and may confer those powers collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Board in that behalf and may revoke, withdraw, alter or vary all or any of those powers. Provided that all acts and proceedings of any such chief executive shall be reported in due course to the Board.

Proceedings of Board

27. Subject to the provisions of these Articles, the Board Members may regulate their proceedings as they think fit. A Board Member may, and the Secretary at the request of a Board Member shall, call a meeting of the Board. Reasonable notice of Board meetings shall be given to all Board Members. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Board chairman shall have a second or casting vote.
28. The quorum for the transaction of the business of the Board shall be two.
29. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or the sole continuing Board Member may act only for the purpose of filling vacancies or of calling a general meeting.
30. All acts done by a meeting of the Board, or of a committee of Board Members, or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member 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 Board Member and had been entitled to vote.
31. A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by one or more of the Board Members. In this Article reference to a document being "signed" include it being approved by letter or facsimile.
- 32.1 A meeting of the Board may consist of a conference between Board Members some or all of whom are in different places provided that each Board Member who participates is able:

32.1.1 to hear each of the other participating Board Members addressing the meeting; and

32.1.2 if he so wishes, to address all of the other participating Board Members simultaneously;

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or not) or by a combination of those methods.

32.2 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Board Members required to form a quorum.

32.3 A meeting held in this way is deemed to take place where the largest group of participating Board Members is assembled or, if no such group is readily identifiable, at the place from where the Board chairman participates.

33. If a question arises at a Board meeting as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the Board chairman and his ruling in relation to any Board Member other than himself shall be final and conclusive.

Chief Executive

34. The Board may from time to time appoint and, subject to Clause 5 of the Memorandum, pay upon such reasonable and proper terms as may be determined such a person as they see fit as chief executive of the Company to assist in the management, charge, direction and control of the Company's business for such periods, and on such conditions and terms, and (subject to Article 26) with such powers as the Board shall from time to time determine.

Secretary

35. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

Minutes

36. The Board Members shall cause minutes to be made in books kept for the purpose:
- 36.1 of all appointments made by the Board (whether under Article 20.3, 20.4, 35, 35 or otherwise); and
- 36.2 of all proceedings at meetings of the Charity, of the Board, and of committees of the Board, including the names of the Board Members present at each such meeting.

Seal

- 37.1 The Charity may exercise all powers conferred by law with regard to having official seals, and those powers shall be vested in the Board.
- 37.2 The Board shall provide for the safe custody of every seal which the Charity may have.
- 37.3 A seal shall be used only by the authority of the Board or of a duly authorised committee of the Board but that authority may consist of an instruction or approval given by letter, facsimile or telephone by a majority of the Board Members or of the members of a duly authorised committee.
- 37.4 The Board may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.

- 37.5 Unless otherwise decided by the Board any instrument to which a seal is applied shall be signed by at least one Board Member and the secretary or by at least two Board Members.

Notices

38. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a Board meeting need not be in writing.

39. The Charity may give any notice to a member (whether full or otherwise) either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.

40. A member (whether full or otherwise) present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where required, of the purposes for which it was called.

41. Proof that:

41.1 an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available), or

41.2 a facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched.

Directors' liability and Indemnity

- 42.1 In the management of the affairs of the Charity no Board Member shall be liable for any loss to the property of the Charity arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by

any other Board Member in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Board Member or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Board Member who is sought to be made liable.

- 42.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a Board Member may otherwise be entitled every Board Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement was given in his favour or in connection with any application in which relief is granted to him by the Court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Charity and against all costs, charges, losses, expenses or liabilities incurred by him in the proper execution and discharge of his duties or in relation thereto.

Rules

- 43.1 The Board may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:

43.1.1 the conduct of the Charity's employees and volunteers;

43.1.2 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

43.1.3 the procedure at meetings of the Board and committees of the Board insofar as such procedure is not regulated by the Articles;

43.1.4 generally, all such matters as are commonly the subject matter of company rules which are regulated by the Board.

- 43.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws made by the Board under Article 43.1 and the Board shall adopt such means as it thinks sufficient to bring to the notice of Members all such rules or bye laws made by it under Article 43.1 which shall be binding on all Members Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Dissolution

44. Clause 8 of the Memorandum relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated entirely in these Articles.

Name + Addresser^(+Sigs) of Subscribers.

Dated this —

Witness to above signatures

Subscribers:

Dr N. C. Fox, Penllynin Farm, College Road, Carmarthen SA33 5EH.

Signed:



Mr D. H. Fox, Allnuts, The Street, Brightwell-cum-Sotwell, Wallingford, Oxon, OX10 ORR.

Signed:



Witness:

Mr Nick Kester, Brynceirch, Blaenyrcoed, Carmarthen SA33 6EU.

Signed:



Date:

7/3/05