

## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 318417

The Registrar of Companies for Scotland hereby certifies that  
**DUMFRIESSHIRE AND STEWARTRY FOXHOUNDS LIMITED**

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

Given at Companies House, Edinburgh, the 13th March 2007



NSC 318417L



*Companies House*

— for the record —



***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

318417

Company name

DUMFRIESSHIRE AND STEWARTRY  
FOXHOUNDS LIMITED

I,

FORM 10 SECRETARIES FD LTD

of

39A LEICESTER ROAD  
SALFORD  
MANCHESTER  
M7 4AS

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



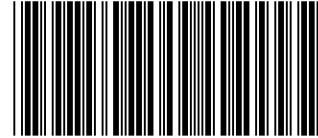
**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **13/03/2007**



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*Company Name  
in full:* **DUMFRIESSHIRE AND STEWARTRY  
FOXHOUNDS LIMITED**

*Proposed Registered  
Office:* **123 IRISH STREET  
DUMFRIES  
DG1 2PE**

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

*Agent's Name:* **FORMATIONS DIRECT LTD**  
*Agent's Address:* **39A LEICESTER ROAD  
SALFORD  
MANCHESTER  
M7 4AS**

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*Company Secretary*

*Name* **FORM 10 SECRETARIES FD LTD**

*Address:* **39A LEICESTER ROAD  
SALFORD  
MANCHESTER  
M7 4AS**

*Consented to Act:* **Y** *Date authorised* **13/03/2007** *Authenticated:* **Y**

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*Director 1:*

*Name* **FORM 10 DIRECTORS FD LTD**

*Address:* **39A LEICESTER ROAD  
SALFORD  
MANCHESTER  
M7 4AS**

*Consented to Act:* **Y** *Date authorised* **13/03/2007** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **SUBSCRIBER** *Date Authorised:* **13/03/2007** *Authenticated:* **Yes**

COMPANIES ACTS, 1985 TO 1989  
A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**Memorandum of Association**

1. The Company's name is **Dumfriesshire and Stewartry Foxhounds Limited**
2. The registered office of the company will be situated in Scotland.
3. The objects for which the company is established are:

To promote maintain and advance the activities of the Dumfriesshire and Stewartry hunt.

4. In furtherance of the objects the Company may exercise the following powers:
  - (A) to promote the interests, both economically and socially, of the members and those involved therein by means of education, advertising, publicity, alliances or other means.
  - (B) to advance the welfare of, and provide support and protection for the members by assisting with debt and other financial problems and by helping to reduce overheads within the inter trading environment and on an individual basis.
  - (C) to apply to the Government, Local Government Authorities, the European Community, International Organisations, bodies corporate and others for and to accept grants of money and assistance with a view to promoting the Objects of the Company for the public benefit and to conform to any proper conditions upon which such grants and other payments are made.
  - (D) to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for promoting the Objects.
  - (E) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for the Objects.
  - (F) to borrow or raise money for the Objects on such terms and on such security as may be thought fit.
  - (G) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
  - (H) to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
  - (I) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of furthering its Objects and benefiting the Company.
  - (J) to subscribe for, purchase or otherwise acquire and or sell any patent or other intellectual property rights in pursuance of the Objects of the Company and with the intention of directly benefiting the Company.
  - (K) to purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or other structures subject to such consents as may be required by law.

(L) to enter into such contracts and take out such insurances as the Directors may deem expedient in the interests of the Company.

(M) to adopt such means of making the Objects known as the directors may deem expedient and in particular by publicity in the press or through public meetings, lectures or otherwise by circulars, by publication of books and periodicals, making information available in electronically accessible form, and by granting rewards, scholarships and prizes.

(N) to undertake and execute such charitable trusts as the Directors may consider appropriate pursuant to the Objects of the Company.

(O) to engage and pay upon such reasonable and proper terms as may be thought fit any officer or other person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to reimburse the reasonable costs of travelling, accommodation, subsistence, conference and study expenses necessarily incurred in the course of employment by the Company or the provision of professional and other consultancy services.

(P) to make any reasonable or necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants.

(Q) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the Company.

(R) to amalgamate with any companies, institutions, societies or associations which shall have objects mainly or similar to those of the Company and which prohibit payment of any individual or profit to and the distribution of any of their assets amongst their members.

(S) to make and alter such rules and regulations as may be requisite for the efficient management, development and administration of the Company.

(T) to do all such other lawful things as will further the attainment of the Objects or any of them.

5. The income and property of the Company shall be applied solely towards the promotion of the Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or otherwise to the members of the Company

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 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, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs charges and expenses of winding up

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other business Company, charity or association having similar Objects which prohibits the distribution of its or their income and property to an extent at least as great as that imposed on the Company by this Memorandum, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other organisation or charitable object.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Name and Address of Subscriber

NORMAN YOUNGER  
39a Leicester Road  
Salford  
Manchester M7 4AS

Accountant

Dated **13032007**

COMPANIES ACTS, 1985 TO 1989  
A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**Articles of Association**  
**Of**  
**Dumfriesshire and Stewartry Foxhounds Limited**

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 64, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A -

(a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and

(b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. 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.

DIRECTORS' EXPENSES

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.



#### MINUTES

11. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

#### NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

#### AUDITORS

14. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

#### SEAL

15. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

Name and Address of Subscriber:-

NORMAN YOUNGER  
39a Leicester Road  
Salford  
M7 4AS

Accountant

Dated **13032007**