

THE COMPANIES ACT 1948 TO 1981  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION  
OF  
FARMING AND WILDLIFE ADVISORY GROUP LTD

1. The name of the company is "Farming and Wildlife Advisory Group Ltd".
2. The registered office of the company will be situated in England.
3. The objects for which the company is established are to promote the protection of wildlife and the conservation of nature and landscape in particular with relation to modern agricultural needs and in furtherance of these objects but not otherwise:
  - a) To promote research on all matters relating to modern farming and the need to conserve nature and landscape and to protect wildlife on farmland and to disseminate the useful results of such research.
  - b) To encourage understanding between farming and conservation interests by promoting liaison and the exchange of information, ideas, and experience between individuals and organisations who are concerned with or interested in the objects of the company.
  - c) To promote the objects of the company by conferences, exhibitions, practical demonstrations, publications, the delivery of lectures and addresses and the exchange of research experiences and techniques.
  - d) To support and co-operate with others in proposals and activities which encourage understanding and co-operation between conservation, wildlife and farming interests and which are calculated to assist the promotion of the company's objects.
  - e) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the company's purposes or calculated to further its objects.
  - f) To undertake and execute any trusts which may lawfully be undertaken by the company and which may be necessary for its objects.
  - g) Subject to the jurisdiction of the Charity Commissioners for England and Wales to purchase or by any other means acquire any freehold, leasehold or

other property or estate or interest whatever, and any rights, privileges or easements over or in respect of any property as may be conducive to its objects.

- h) To sell, let, mortgage, dispose or turn to account all or any of the property or assets of the company as may be thought expedient with a view to the promotion of its objects.
  - i) To borrow, raise, or receive money in such manner as the company may think fit for such purposes which promote its objects.
  - j) To invest moneys of the company not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit, but so that moneys subject to, or representing property subject to, the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction, if any, as may for the time being be prescribed by law.
  - k) To employ or contract for the services of or facilitate other in the employment or contracting for the services of a person or persons to facilitate the carrying out of the objects of the company.
  - l) If and when considered advisable to take all such measures as may be necessary to convert the company into a body specially incorporated by Royal Charter or otherwise, or to secure the creation of a new body so incorporated with the object of carrying out the purposes of the company and continuing the work thereof.
  - m) To take all such other steps as will further the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
6. Provided always that notwithstanding anything herein expressed or implied to the contrary all objects of the company shall be of a charitable nature.

Provided that in case the company shall take or hold any property which may be subject to any trusts the company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

Provided that the company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which is an object of the company would make it a trade union.

Provided also that in case the company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Board of Directors or Governing body of the company shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors or Governing Body have been if no incorporation had been effected and the incorporation of the company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners committee or Governing Body but they shall as regards any such property by subject jointly and separately to such control or authority as if the company were not incorporated. In case the company shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

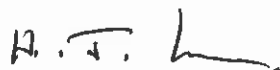
7. True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, such accounts shall be open to the inspection to members. Once at least in every year the accounts of the company shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.
8. The income and property of the company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association 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 members of the company and no member of its management committee or Governing Body shall be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the company provided that nothing herein shall prevent any payment in good faith by the company.
  - a) of reasonable and proper remuneration to any member, officer or servant of the company (not being a member of its management committee or Governing Body) for any service rendered to the company
  - b) of interest on money lent by any member of the company or of its management committee or Governing Body at a rate per annum not

exceeding 2% less than the base lending rate prescribed for the time being by Lloyds Bank plc, or 3% whichever is greater

- c) of reasonable and proper rent for premises demised or let by any member of the company or of its management committee or Governing Body
  - d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the management committee or Governing Body may be a member holding not more than 1/100 part of the capital of that company
  - e) to any member of its management committee or Governing Body of out-of-pocket expenses.
9. If on the winding up or dissolution of the company 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 company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the company, and which shall not prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolutions, and if any so far at or before the time of dissolutions, and if any so far as effect cannot be given to such provision, then to some charitable object.
10. Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 Charities and Trustee Investment (Scotland) Act 2005.

12 April 2010

I certify that this is a true copy of the changes made to the Company's Memorandum of Association.



Signed: Chairman of Trustees

Date: 12 April 2010