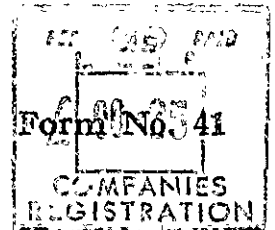
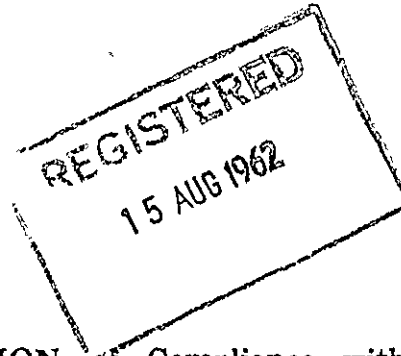


Number of }
Company }

732511



THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THE CORNWALL

NATURALISTS' TRUST

LIMITED

Prepared by



3, PETER AUBREY STEYMOUR F.C.

of 59B Causewayhead Penzance Cornwall

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) _____

A Solicitor of the Supreme Court engaged in
the formation

of The Cornwall Naturalists' Trust
Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at Penzance

in the County of Cornwall

the 27th day of July

one thousand nine hundred and sixty-

two

PA Pool

Before me,

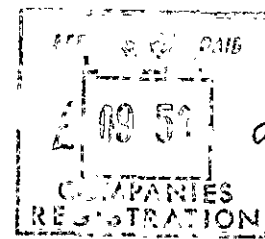
Rwa [Signature]

Note.—This margin is reserved for binding and must not be written across.



The Companies Act, 1948

732511



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE CORNWALL NATURALISTS' TRUST LIMITED.

REGISTERED
15 AUG 1962

1. The Name of the Company (hereinafter called "The Trust") is "THE CORNWALL NATURALISTS' TRUST LIMITED."
2. The Registered Office of the Trust will be situate in England.
3. The Objects for which the Trust is established are :-

For the public benefit:

- (I) To record and study places and objects of ornithological, entomological, botanical, zoological, geological, archaeological or scientific interest, or of natural beauty, and to protect these from injury, ill treatment or destruction.
- (II) To establish, form, own, maintain and manage bird sanctuaries or nature reserves for the conservation and control of wild plants and other vegetation and of the wild creatures of any description living naturally therein.
- (III) To encourage the breeding of wild animals and plants which are harmless, beautiful or rare.
- (IV) To promote, organize, carry on and encourage study and research for the advancement of knowledge in the natural sciences, and to make grants or donations for such purposes.

And for the purposes aforesaid :

- (a) To purchase or otherwise acquire and take over all or any part which the Trust may lawfully

acquire or take over of the property, assets, liabilities, and engagements of any one or more companies, societies, associations, or bodies having objects altogether similar to those of the Trust, and to amalgamate with any such companies, societies, associations, or bodies.

- (b) To promote and encourage the objects of the Trust by means of the circulation of all forms of printed matter, and to print, publish, and sell books, papers, circulars, and periodicals requisite for that purpose, and by means of the organisation of tours, rambles, excursions and the like and the provision of through tickets, conveyances, circular tickets, enquiry bureaux and other travelling facilities to encourage the collection and dissemination of knowledge useful for and conducive to any objects of the Trust.
- (c) To promote lectures and meetings, and by those means and by wireless, sound recording and projecting instruments, photographs, exhibitions, libraries, and collections of relics, designs, drawings, models, and objects which are of biological or historic interest, to disseminate knowledge useful for and conducive to the objects of the Trust, and to manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature, as may be deemed suitable or desirable for promoting the objects of the Trust.
- (d) Subject as regards land to the provisions of Section 14 of the Companies Act, 1948, to purchase, lease, or otherwise acquire and hold any real or personal property, and any rights or privileges necessary, convenient, or desirable for the purposes of the objects of the Trust, and to construct, alter, and maintain any houses or buildings required for such purposes; and to sell, improve, develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights, or privileges.
- (e) To accept subscriptions and donations, and apply the same for the purposes of the Trust.
- (f) To act in concert or make any arrangements with any Corporation, County Council, District Council, Parish Council, Improvement Commissioners, or other Local Authority, now or hereafter constituted, or with any residents or property owners in the neighbourhood of property of the Trust, with a view to promoting any of the objects aforesaid.

- (g) To establish and maintain hostels, and to provide and sell refreshments of all kinds, fancy articles, printed matter and the like to persons visiting or frequenting the premises of the Trust.
- (h) To exchange, sell, or otherwise turn to account, any portions of any lands or buildings held by the Trust, and not of ornithological, entomological, botanical, zoological, geological, archaeological, or scientific interest, and to acquire or receive in exchange, other lands or buildings suitable for the purpose of the Trust, provided that the exercise of such powers of exchange and sale does not conflict in any way with the primary objects of the Trust.
- (i) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (j) To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.
- (k) To borrow or raise and secure the payment of money on mortgage of the property of the Trust, or in such manner as the Trust shall think fit.
- (l) To invest all moneys not immediately required for the furthering of the objects of the Trust in such manner, and upon such securities as may be deemed expedient, provided that moneys subject 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 as may for the time be prescribed by law.
- (m) To adopt such means of making known the work and aims of the Trust, and to take such steps by personal or written appeals and public meetings to procure contributions to the funds of the Trust, as may be deemed expedient.
- (n) For all or any of the objects of the Trust to employ secretaries, clerks, keepers, watchers, and assistants, together with lecturers, guides and professional assistance of all kinds, and to remunerate any person for services rendered.
- (o) To promote or concur in promoting and to do all lawful things conducive to the attainment of all or any of the above objects, in any part of the world as may seem expedient.
- (p) To do all such other lawful things as are conducive

to the preservation and maintenance of the property of the Trust, or to the attainment of the objects hereinbefore mentioned.

Provided that the Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Trust 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 Managers or Trustees of the Trust 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Managers or Trustees, but they shall as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this 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 the Members of the Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any Member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding Six Pounds per centum per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Trust, nor prevent the distribution of copies of the journal of the Trust gratis amongst the subscribing Members of the Trust, but so that no Member of the Council or other governing body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in

money or money's worth shall be given by the Trust to any Member of such Council or governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any railway, tramway, gas, electric lighting or power, water, cable or telephone company of which a member of the Council or other governing body may be a Member, or any other company in which such Member shall not hold more than one hundredth part of the Capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The Liability of the Members is Limited. ✓

6. Every Member of the Trust undertakes to contribute to the assets of the Trust in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a Member, and of 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 One Pound. ✓

7. If upon the winding up or dissolution (except in the case of a reconstruction, or amalgamation between Trusts having similar objects) of the Trust 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 Trust but shall be given or transferred to the Society for the Promotion of Nature Reserves or to some other body or bodies having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members, to such an extent at least as is imposed on the Trust under or by virtue of Clause 4 hereof, such body or bodies to be determined by the Members of the Trust at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction with regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place and of the property, credits, and liabilities of the Trust, 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 Trust for the time being, such accounts shall be open to the inspection of the

Members. Once at least in every year the accounts of the Trust shall be examined, and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Ernest Almond Laverock House St Buzard
Army Officer Retired Bodmin Cornwall

John Kenneth Williams Mount Pleasant
School Director. Trelowarren Camborne

Arthur Raymond Palmer - Half Ave. Rosehill -
Retired Civil Servant. Penzance.

Frank Archibald Turk University (E.H.A. (Penzance) Lecturer
"Shang. in Ca"; Red Radium, Camborne Cornwall

Francis Herbert Nixon Smith
"Trustees"; Penzance, Penzance
Cornwall. Medical Practitioner.

Maurice Henry Bizley.
St Armes, Looe, Looe Road
Perranporth. Cornwall Bank Manager.

Henry Vivian Brown
"Trelowarren" Wadebridge. Medical Practitioner

DATED the 20th day of July 1962.

WITNESS to the above Signatures:-

P.M. Pool
59B Causewayhead,
Penzance.
Solicitor

W/L

The Companies Act, 1948

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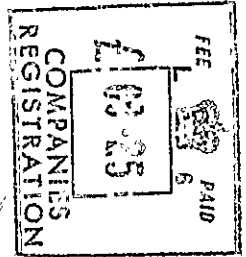


COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

THE CORNWALL NATURALISTS' TRUST LIMITED.



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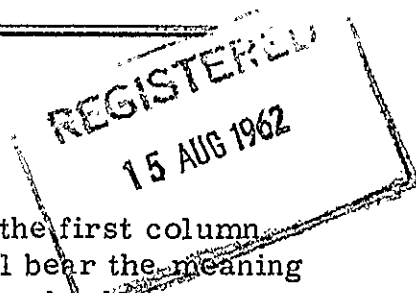
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GENERAL.



1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
The Act	The Companies Act, 1948.
These Presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Trust.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
Month	Calendar Month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is 1,000 but the Council may from time to time register an increase of members. ✓

3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS OF TRUST.

5. The subscribers of the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

6. Any person who shall give to the Trust the sum of not less than £10 shall become qualified to be a member of the Trust for life, and any person who subscribes a yearly sum of not less than 10s. shall become qualified to be an ordinary member thereof. Such subscriptions may be varied from time to time by the Council.

7. Any person may signify by writing to the Secretary of the Trust, his desire to become such member, and the Secretary shall upon the Council electing him to membership and upon payment by him of his first subscription, enter the name of such person in the books of the Trust, and upon such entry such person shall become an ordinary member accordingly. In the case of a member for life the Secretary shall immediately on the Council electing him to membership and on payment of his subscription enter his name in the books of the Trust as a member for life.

8. Any member of the Trust who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired. Any ordinary member of the Trust who shall have neglected and failed to pay his yearly subscription for six months after it has become due shall be

liable to have his name removed from the list of members by resolution of the Council, and in case of such removal his membership of the Trust shall determine. For the purposes of this Article all subscriptions shall be deemed to become due on the 1st March in each year save as regards the first subscription of the member which is payable on his being admitted to membership.

9. Any corporation which becomes a member under Article 7 may appoint, by writing, a person to act on its behalf and may in like manner remove any person so appointed and appoint another in his place, and such person may exercise and enjoy on behalf of such corporation, all the rights and privileges incidental to its membership so long as such membership continues and his appointment is not determined.

10. No unincorporated society or body may as such, become a member under Article 7 but if any such society or body should desire to obtain the advantages of membership it shall nominate a person to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Any such unincorporated society or body may, by writing, remove any person so nominated and nominate another in his place. Every person so nominated may exercise and enjoy on behalf of such unincorporated society or body, all the rights and privileges incidental to its membership so long as such membership continues and his appointment is not determined.

11. All members shall be eligible to serve on the Council.

12. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

GENERAL MEETINGS.

13. The Trust 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 Council, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Trust 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.

14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

15. The Council may whenever they think fit convene an

Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by section 132 of the Act.

16. Subject to the provisions of the Act relating to Special Resolutions, twenty-one days' notice at least of every Annual General Meeting and fourteen days' notice at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notices as those members may think fit.

17. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

18. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, except the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of officers and other members of the Council in the place of those retiring, and the fixing of the remuneration of the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter provided twelve members personally present shall be a quorum.

20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

21. The President (or in his absence the Vice-President or the Chairman or Vice-Chairman of the Council in that

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order of preference) shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some other member of the Trust who shall be present to preside.

22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

23. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24. Subject to the provisions of Article 25, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be

entitled to a second or casting vote.

27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

28. Subject as hereinafter provided, every member shall have one vote.

29. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to be present or to vote on any question at any General Meeting.

COUNCIL OF MANAGEMENT.

30. The Council shall consist of a President, Vice-President, Treasurer and Secretary, all of whom must be members of the Trust, together with not less than 10 or more than 30 other members of the Trust or such other number as may from time to time be determined by the Trust in General Meeting. The offices of Treasurer and Secretary may be held by one person.

31. At the first Annual General Meeting of the Trust the whole of the Council shall retire from office, and at every subsequent Annual General Meeting the officers and one-third of the other members of the Council shall retire from office, or if the number of such other members is not three or a multiple of three, then the number nearest to one-third shall retire. At every such Annual General Meeting the Trust shall elect officers and other members of the Council in place of those retiring, except in so far as it shall be determined to reduce the number of members of the Council. Any vacancy in any office during the course of a year shall be filled by the Council. Any member of the Council who ceases for any cause to be a member of the Trust shall ipso facto vacate office as a member of the Council.

32. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

33. A retiring officer or other member of the Council shall be eligible for re-election.

34. Any casual vacancy in the Council may be filled up by the

Council, and the Council may from time to time and at any time appoint additional members of the Council from amongst the members of the Trust up to the prescribed maximum. Any member appointed under this Article shall retire from office at the next Annual General Meeting, but shall be eligible for re-election.

35. Until the first Annual General Meeting the Council shall consist of the following:- Dr. Frank Archibald Turk (President), Dr. Francis Herbert Nixon Smith (Vice-President) Maurice Henry Bizley (Treasurer), John Kenneth Williams (Secretary), Charles Herbert Halford, Dr. Henry Vivian Brown, Lt. Col. William Ernest Almond, Mrs. Ellen Muriel Holman, Mrs. Amelia Vaughan Hayman, Dr. Derek Leslie Johnson, Horace Howard, Dr. Gillian Cresswell Matthews, Arthur Raymond Palmer, Leonard John Margetts, Henry Leslie Douch, and Miss Hilda Margaret Quick, or such of them as shall have signed the Memorandum and Articles of Association of the Trust or shall become members thereof within fourteen days after the incorporation of the Trust.

36. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

37. Without prejudice to any statutory provision for the time being in force relating to the removal of members of the Council by Ordinary Resolution, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

POWERS OF THE COUNCIL.

38. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts, as may be exercised and done by the Trust, and as are not by Statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General

Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

39. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum prescribed or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

40. The Council shall appoint and employ all officers and servants as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.

41. There shall not be any age limit for members of the Council and Section 185, sub-sections (1) to (6) of the Companies Act 1948 shall not apply to the Trust.

SECRETARY.

42. The first Secretary of the Trust shall be Mr. John Kenneth Williams. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

43. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

44. The office of a member of the Council shall be vacated --

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors,

(B) If he becomes of unsound mind.

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- (C) If he ceases to be a member of the Trust.
 - (D) If by notice in writing to the Trust he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under section 188 of the Act.

PROCEEDINGS OF THE COUNCIL.

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45. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting. The Council may elect a Vice-Chairman to act in the absence of the Chairman.

47. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

48. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

50. The Council shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

51. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS.

52. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Trust; and
- (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

53. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of Council.

54. The Trust in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Trust, or any of them, and subject to such conditions and regulations the accounts and books of the Trust shall be open to the inspection of members at all reasonable times during business hours.

55. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be

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accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Act.

AUDIT.

56. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

58. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION.

61. Clause 7 of the Memorandum of Association of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Ernest Almond Lawrick House St. Buryard
Bodmin Cornwall
Army Officer Retired

John Kenneth Williams, Mount Pleasant
Tehidy Bamsome
Cornwall.
School Teacher

Arthur Raymond Palmer. Half Acre. Rosehill
Penzance -
Retired Civil Servant.

Frank Archibald Turk. University (Edinburgh) Lecturer.
"Sherry-ville" Redruth Cornwall.

Francis Herbert Nixon Smith
"Tomstones" Penzance, Penzance
Cornwall. Medical Practitioner.

Maurice Henry Bigley.
St Armes, Lymington Rd
Perranporth Cornwall Bank Manager.

Henry Vivian Brown
"Tomstones" Wadebridge. Medical Practitioner.

DATED the 20th day of July 1962.

WITNESS to the above Signatures :-

P. B. Pool

59B Causeway Head,
Penzance.

Solicitor.

C. 173

DUPLICATE FOR THE FILE

No. 732511



Certificate of Incorporation

I Hereby Certify, that

THE CORNWALL NATURALISTS' TRUST LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Fifteenth** day of **August** One Thousand Nine Hundred and Sixty two.

L.S. Whitfield.
Assistant Registrar of Companies.

Certificate received by

S L S S *llh*

Date

15/8/62