

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

EXPEDITION PROVIDERS ASSOCIATION

**MEMORANDUM OF ASSOCIATION
COMPANIES ACT 1985**

(As amended by the Companies Act 1989 and the Companies Act 2006)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
EXPEDITION PROVIDERS ASSOCIATION LIMITED

1. The Company's name is **EXPEDITION PROVIDERS ASSOCIATION**
2. The Registered office of the company will be situated in **England & Wales**
3. The objects for which the Company is established are:
 - 3.1 To provide expeditions for youth and school groups overseas.
4. In furtherance of the objects of the Company, the Company shall have the following powers:
 - (A) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (B) To build, construct, maintain, alter enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
 - (C) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
 - (D) To borrow or raise money on such terms and on such security as the Company shall think fit.
 - (E) To establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects.
 - (F) To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (G) To subscribe and make contributions to or otherwise support any charitable institutions or associations formed for any of the purposes included in the objects.

(H) To do all such other lawful things as may be conducive or incidental to the attainment of the above objects. 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 is allowed by law having regard to such trusts; and the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association. The directors undertake to ensure no profit from the company is paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to the members of the company. Provided that: nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable commercial rate on money lent by any Member to the Company, or reasonable and proper rent for premises let by any Member to the Company, but so that no director shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises let to the Company: Provided that the provision last aforesaid shall not apply to any payment to any Company in which a director holds not more than one one-hundredth part of the capital, and such Member shall not be held to account for any share of profits he may receive in respect of any such payment.

6. The liability of the Members is limited.

7. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up, during the time that he or she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he or she 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 contributories amongst themselves, such amount as may be required not exceeding **GBP 1.00**.

Dated: 04/10/2008

**ARTICLES OF ASSOCIATION
COMPANIES ACT 1985**

(As amended by the Companies Act 1989 and the Companies Act 2006)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
EXPEDITION PROVIDERS ASSOCIATION

PRELIMINARY

1. In these Articles:

"the Act", means the Companies Acts 1985, 1989, 2006, and any amendment, extension or re-enactment thereof for the time being in force;

"the Articles", means these Articles of Association or such as are in force from time to time;

"the Council", means the Board of Directors of the Company;

"the Company", means EXPEDITION PROVIDERS ASSOCIATION;

"Member", means a member for the time being of the Company;

"the Office", means the Registered Office for the time being of the Company;

"the Seal", means the common seal of the Company if it has one;

"the United Kingdom", means Great Britain and Northern Ireland;

expressions referring to "writing" shall, unless otherwise stated, be construed as including references to printing, lithography and other means of representing or reproducing words in a visible form;

words importing the singular shall include the plural, and vice versa, words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

MEMBERSHIP

2. The Company is established for the purposes outlined in the Memorandum of Association.

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 as a Member of the Company unless he is approved by the Council. Every person who wishes to become a Member of the Company shall deliver to the Company an application for Membership in such form and by such means as the Council requires 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.

5. The Council may at its discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Council.

GENERAL MEETINGS

6. Unless the Company has elected by elective resolution to dispense with the holding of Annual General Meetings the Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Council may call Extraordinary General Meetings.

9. The Members of the Company may require that the Council convenes an Extraordinary General Meeting as provided by Section 368 of the Act.

10. If at any time there are not within the United Kingdom sufficient Directors to form a quorum, any Director or any two Members of the Company may convene such an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and any meeting called for the passing of a special resolution or an elective resolution shall be called by 21 days' notice in writing at least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution or an elective resolution shall be called by 14 days' notice in writing at the least. Either notice shall be exclusive of the day on which it is given and of the day for which it is given, and shall specify the place, day and hour of the meeting, and in case of special business the general nature of the business, and shall be given to the Members and to the Auditor, in the manner hereinafter mentioned or in such other manner as may be prescribed by the Company in General Meeting: Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

(A) in the case of a meeting called as the 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 at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.

12. 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 at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting of the Company unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum. One member may constitute a quorum where the Company is a single member company.

14. 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 (save for any period allotted for the taking of any poll), the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Directors may determine.

15. The Chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the Chairman nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

16. If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

17. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and participate in any online electronic debate or forum associated with such meeting.

18. The chairman may adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 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.

19. A resolution put to the vote of a general meeting shall be decided on a poll taken of those attending personally or by proxy.

20. A poll shall be taken as the Chairman directs within 7 days of the date of the

General Meeting and in accordance with any standing rules for the conduct of polls laid down by the Board from time to time and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

VOTES OF MEMBERS

22. At General Meetings of the Company, each Member shall be entitled to one vote.

23. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another Member, at any General Meeting.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

25. On a poll votes may be given personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27. The instrument appointing a proxy and any authority under which it is signed or a notarially certified copy thereof shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the right to vote shall not be exercisable.

DIRECTOR

28. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.

29. The first Directors of the Company shall be those persons notified to Companies House as the first Directors of the Company.

30. The Council may from time to time appoint any Member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Council, provided

that the prescribed maximum is not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. At every Annual General Meeting one-third of the Directors shall retire from office, the persons to retire at the first Annual General Meeting being determined by agreement between the Directors and in default of agreement determined by lot. If their number is not a multiple of three, the number nearest to one-third of them shall retire from office and thereafter at subsequent Annual General Meetings those to retire from office shall be those who have been longest in office since their last election to office. As between members of equal seniority, the members to retire shall in default of agreement be determined by lot. A retiring Director shall be eligible for re-election.

32. The Company may in General Meeting:

(A) increase or decrease the number of members of the Council; and

(B) determine what rotation such increased or decreased number shall retire and may make the appointments necessary for effecting such increase.

33. No person other than a Director retiring by rotation may be appointed a Director at any Annual General Meeting unless:

(A) he or she is recommended for re-election by the Council; or

(B) not less than 14 nor more than 28 days before the date of the meeting, the Company is given a notice that:

(i) is signed by a member entitled to vote at the meeting;

(ii) states the Member's intention to propose the appointment of a person as a Director;

(iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and

(iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

34. All Members who are entitled to receive notice of an Annual General Meeting must be given not less than seven nor more than 28 clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

POWERS OF DIRECTORS

35. The entire business of the Company shall be arranged and managed by the Council who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are

not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of the Act and the Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting; and no such regulation made by the Company shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

36. The Council may act notwithstanding any vacancy in their body, provided always that in case the number of Directors shall at any time be reduced to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in the Council, or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF DIRECTORS

37. The office of a Director shall be vacated if:

(A) the Council pass a resolution by a 75% majority that it is desirable that the Director should cease to be a Director;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(C) if he becomes of unsound mind or for any reason becomes incapable of managing his affairs;

(D) if he ceases to be a Member of the Company;

(E) if by notice in writing to the Company he resigns his office;

(F) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

PROCEEDINGS OF THE DIRECTORS

38. Meetings of the Council shall be held at such times and such places as the Council may from time to time direct. 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.

39. A Director may, and on the request of a Director the Secretary shall at any time, convene a meeting of the Council by notice served upon the Directors. A Director who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Council.

40. 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 Directors present shall choose one of their number to be Chairman of the meeting.

41. The Council shall have full power to appoint committees and may delegate to such committees all such duties, powers and privileges as they may think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. No resolution of a meeting of a committee shall be binding on the Company until confirmed by the Council at a subsequent meeting.

42. All acts bona fide done by the Directors or by any committee, or by any person or persons acting as a member or members thereof, shall, notwithstanding that it may afterwards be discovered that there was any defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a Director or a member of the committee.

43. A resolution in writing signed by all the Directors for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

44. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

AUDITORS

45. The Council shall cause proper books of account to be kept in accordance with the requirements of the Act.

46. The books of account of the Company shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of all Members.

47. The Council shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Auditor's report on those accounts to the Auditors and to every person entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

48. An Auditor or Auditors shall be appointed and his or their duties regulated in

accordance with the Act. 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.

49. In accordance with the Act at least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Auditor or Auditors.

MINUTES

50. Correct Minutes of the proceedings of the Company and of the Council and of any committees of the Directors shall be taken and shall be kept at the Office by the Secretary or by such other person as the Council may from time to time appoint and shall be in such form as the Council may direct.

NOTICES

51. All notices to Members may be delivered either personally, or by sending them through the post in a prepaid letter, addresses to such Members at their respective registered addresses as appearing in the register of members, and every such notice delivered or posted as aforesaid shall be deemed to have been duly served on the day of delivering or, if sent by post, on the day next following the day on which it shall have been posted, 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 first class letter.

52. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

(A) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and

(B) the Auditor for the time being of the Company, if applicable.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

53. If upon 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 or distributed among the Members of the Company, but shall be transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity or anything incidental or conducive thereto, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.

INDEMNITY

54. Subject to the provisions of the Act, every officer or employee of the Company shall be entitled to be indemnified by the Company against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the Company.

THE SEAL

55. 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. If the Company has a Seal it must only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two Directors.

Dated: 04/10/2008