

The Ancient and Honourable Guild of Town Criers

PRIVATE COMPANY LIMITED BY GUARANTEE Incorporated

ARTICLES OF ASSOCIATION

PRELIMINARY

1. The regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table C") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

PROCEEDINGS AT GENERAL MEETINGS

2. (i) No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

(ii) Regulation 40 of Table C shall not apply to the Company.

NUMBER OF DIRECTORS

3. (i) Unless otherwise determined by ordinary resolution, the directors (other than alternate directors) shall be a maximum of fifteen but shall not be less than six, and shall consist of – a Chairman, a Vice Chairman, a Secretary, a Treasurer, a Membership Secretary and up to 9 ordinary directors.

(ii) Regulation 64 of Table C shall not apply to the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

4. (i) The first directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act. At the first annual General meeting all the ordinary directors shall retire from office and at every subsequent annual General meeting one third of the ordinary directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one director who is subject to retirement by rotation, he shall retire. The remaining first directors shall retire on a rotation as determined by the first AGM.

(ii) Subject to the provisions of the Act, the ordinary directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(iii) Regulations 73 and 74 of Table C shall not apply to the Company.

SECRETARY

5. The first secretary of the company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.