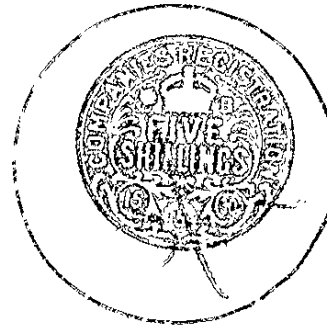


No. of Company.....

Form No. 41.

# THE COMPANIES ACT, 1929.

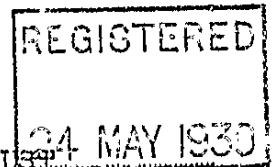


A 5/-  
Companies  
Registration  
Fee Stamp  
to be  
impressed  
here.

DECLARATION of Compliance with the requirements of the Companies

Act, 1929, on application for registration of a Company.

Pursuant to Section 15(2).



Name of  
Company

THE NATIONAL FARMERS UNION TRUST  
COMPANY  
Limited.

Presented by

Ellis S. Fairbairn

22, Bedford Row,

W.C.I.

I, ALFRED ELLIS

of 22, Bedford Row, in the County of London

Do solemnly and sincerely declare that I am <sup>(a)</sup> a Solicitor of the  
Supreme Court engaged in the formation

of The National Farmers Union Trust Company -----

Limited, and That all the requirements of the Companies Act, 1929, 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 31 Bedford Row  
in the County of London

the 8<sup>th</sup> day of May  
one thousand nine hundred and thirty  
before me.

Attest  
John Hall

<sup>(b)</sup> A Commissioner for Oaths.

Alfred Ellis

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent")  
"engaged in the formation," or "A person named in the Articles of Association"



248243



THE COMPANIES ACT 1929.

COMPANY LIMITED BY GUARANTEE.

*not*  
and having a Share Capital

## Memorandum of Association

of \_\_\_\_\_  
COMPANY  
THE NATIONAL FARMERS UNION TRUST CO. LIMITED

REGISTERED

24 MAY 1930

1. The name of the Company is "The National Farmers Union Trust Company Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (a) The acquisition by purchase, hire or otherwise and the acceptance by way of gift subscription donation devise bequest or otherwise and the holding of buildings lands securities stocks shares and debentures money and other property in the United Kingdom or elsewhere whether for the purposes of the Company or to be held by the Company as Trustee (whether as bare Trustee or otherwise) for or on behalf of or otherwise for the use or benefit of the National Farmers Union or for or on behalf of any Branch of the said Union or for any person society association company committee or cause connected with farming and agriculture in England and Wales.
  - (b) The selling exchanging mortgaging letting or demising of lands buildings or houses or other property vested in or held by the Company.
  - (c) The performance of any duty function or act whether ministerial or otherwise in compliance with and the carrying into effect any directions or instructions relating to any trust property vested in the Company which may be given to the Company by the National Farmers Union or by any duly constituted body entitled to give such directions or instructions, whether the same relate to the corpus or to the income of such trust property.

824

- (d) As regards all property of the National Farmers Union which shall be vested in the Company the Company shall hold the same UPON TRUST to deal therewith in such manner and at such times as the Council of the said National Farmers Union shall from time to time direct in writing under the hand of one of the General Secretaries of the said Union. Such writing shall be conclusive evidence of the directions of the said Council. As regards all property which may be vested in the Company by any Branch of the said Union or by any person Society Association Company Committee or cause connected with farming and agriculture in England or Wales the Company shall hold the same upon such trusts as may be declared by the person body or cause so vesting the property in the Company upon trust.
- (e) The administration management and conduct as trustees factors or agents in accordance with any trusts expressed or implied affecting the same of any trust property vested in the Company otherwise than as bare trustees and the exercise of any rights of ownership or any rights or powers discretionary or otherwise relating to the administration management and conduct of or in any manner to any such trust property.
- (f) The raising or borrowing of such money as the Company may from time to time at the request of the National Farmers Union or other the body or persons whose property shall be vested in the Company as Trustees determine to raise or borrow upon banking account or otherwise upon such security whether by way of mortgage or otherwise and on such terms as to interest powers of sale and otherwise as the Company may from time to time deem expedient.
- (g) The instituting conducting defending or compromising of legal proceedings by and against the Company or its officers.
- (h) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company or to contract with any person firm or company to pay the same.
- (i) The investing of all or any part of the funds held by the Company Upon trust for the National Farmers' Union upon the direction of the Council of the said Union in investments which for the time being shall be authorised by law for the investing of Trust Funds or in such other investments as may from time to time be approved by the said Council as the said Union shall direct and the investing of all or any of the Funds held by the Company upon trust for any Branch of the said Union or for any person society association company committee or cause connected with farming or agriculture in England or Wales as aforesaid on such securities and terms as may be directed and the varying of such investments.
- (j) The making of byelaws for the government of the Company generally and the alteration or rescission of such bye-laws or any of them.

*2nd M*  
*2nd L. - 5.4.*  
*4.*  
*100. J G.*  
*Cl. 7.18.*  
*7NR*  
(k) The doing of all such other lawful things as are incidental or conducive to the attainment of the above objects.

*The liability of the members is limited.*

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 is a member or within one year afterwards for the payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the right of contributors among themselves such amount as may be required not exceeding five shillings.

6.5. 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 to or distributed among the members of the Company but shall be given or transferred to the society known as the National Farmers Union if that shall be in existence and willing to accept it and if not to some other institution having objects similar to the objects of the said National Farmers Union to be determined by the members of the Company at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice in England as may have or acquire jurisdiction in the matter.

7.6. The Articles of Association of this Company shall be subject to the condition that no alteration in any clause which defines the conditions of membership (whether with the object of increasing or diminishing the number of those having a right to become members) or in any clause relating to the qualification or election of directors shall be made without the previous assent of the Council

4

of the National Farmers Union. For the purpose of obtaining such assent a notice shall be served upon the secretary of the National Farmers Union and such notice shall set forth a copy of the clause which it is proposed to alter and a copy of the clause as it would stand after being altered as proposed. If the Council of the National Farmers Union shall within three months of the receipt of such notice pass a resolution prohibiting such alteration or modifying the terms thereof such prohibition shall take away from the Company the power of altering such clause save in so far (if at all) as such alteration may be effected . . within the limits of the resolution of the said Council. Provided that in case no prohibition or modification be made within the time aforesaid the Company shall be free to make the notified alteration if it so deem expedient. Provided also that the said National Farmers Union may at a future General Meeting of the said Union vary or annul any such resolution as aforesaid.

5

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.

COLIN CAMPBELL *Colin Campbell* The Rectory, Thurlby, Surneably, Lincoln  
Retired farmer

*Herbert P. P. P.* The New House, West Ashling, Chichester  
J.P.

*Edward J. P. P.* The Bury, Buckland, Buntingford  
Hert.  
J.P.

*Edw. A. R. Coad* New Farm, Compton Near Newbury  
J.P.

*Rowland P. P.* Sipsom, Guesley, Middlesex  
J.P.

*John Garton* The Woods, Hatfield Broad Oak,  
Bishops Stortford  
Farmer

*Mrs. Harard P. P.* Morton House, Kneelworth Road,  
Leamington  
J.P.

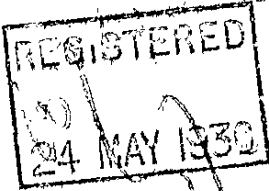
DATED the. 16<sup>th</sup> day of April 1930.

WITNESS to the above signatures.

*Edw. A. R. Coad*  
Joint General Secretary,  
National Farmers' Union,  
L.S. Redford Square

COMPANY LIMITED BY GUARANTEE.

*not*  
*and having a share capital*



## Articles of Association

\_\_\_\_\_ of \_\_\_\_\_ COMPANY  
THE NATIONAL FARMERS UNION TRUST<sup>ees</sup>. LIMITED.

1. For the purpose of registration the number of the members of the Company is declared not to exceed One hundred.
2. These Articles shall be construed with reference to the provisions of the Companies Act 1929 and terms used in these Articles shall be taken as having the same respective meaning as they have when used in that Act. Reference in these Articles to the Act means the Companies Act 1929. The term "Union" means the Society known as The National Farmers Union.
3. The Directors may when they think fit register an increase of members.

### MEMBERSHIP.

4. Every member of the Council of the Union and all the officers of the Union who shall subscribe a copy of these Articles shall be members of the Company.
5. The rights and privileges of every member shall be personal to himself they shall not be transferable by his own act or by operation of law.

~~825~~



6. Any member may withdraw from the Company by giving one calendar month's notice in writing to the Secretary of his intention so to do and upon the expiration of the notice he shall cease to be a member.
7. The Directors shall have power by resolution duly passed and entered in their minute books to determine the membership of any member who shall by any means cease to be a member of the Council of or an Officer of the Union.

#### DIRECTORS AND OFFICERS.

8. The Directors of the Company shall be the persons appointed by the Council of the Union from time to time to act as members of the Accounts and House Sub-Committee of the Council. Such persons are hereinafter referred to as "the Board".
9. The Chairman of the said Accounts and House Sub-Committee for the time being subscribing a copy of these Articles shall be the Chairman of the Board.
10. The Auditor of the Company shall be appointed annually by the Council of the Union at its said first meeting of the said Council after the Annual General Meeting of the Union each year. The General Secretary or Secretaries of the Union shall be the Secretary or Secretaries of the Company.

#### PROCEDURE OF BOARD.

11. The Board shall meet at such times as the Directors may appoint. The Board may make such regulations as they think proper as to the summoning and holding of meetings and for the transaction

of business thereat and they may adjourn any meeting.

12. The quorum necessary for the transaction of business at any meeting of the Directors shall be three.
13. The Chairman alone or any 3 directors may at any time summon a meeting of the Company.
14. The Chairman shall take the chair at all meetings of the directors and if at any meeting he shall not be present within ten minutes after the time appointed for holding the same the directors present shall choose some one of their number to be chairman of the meeting.
15. Every question matter or thing which shall be brought up at any meeting of the directors shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a second or casting vote.
16. A director may at any time resign his directorship by giving one month's notice in writing to the Secretary or Secretaries and he shall ipso facto cease to be a director if he ceases to be a member of the said Accounts and House Sub-Committee.

#### POWERS OF DIRECTORS.

17. The Directors for the time being shall have the management of all the affairs and business of the Company and shall conduct the same in such manner as they in their discretion shall think fit and may exercise all the powers of the Company.
18. Without prejudice to the generality of the last preceding Article it shall be lawful for the directors immediately upon the incorporation of the Company to do all or any of the following things in the name and on behalf of the Company :-

- (a) They may undertake administer and carry into execution any trust or other duty ministerial or otherwise and accept and hold any trust or other property.
- (b) They may receive act upon and carry into effect any instructions or directions that may be given to the Company by any person or body in whom may be invested the management or administration of any trust property held by the Company.
- (c) They may buy sell exchange mortgage demise or let any real or personal property of the Company.
- (d) They may exercise any power of borrowing or raising money and give bonds or guarantees.
- (e) They may invest and vary investments of any moneys belonging to or under the control or in the custody of the Company.
- (f) They may institute prosecute defend compromise or abandon any suit action or other proceeding at law.
- (g) They may appoint at any time a temporary substitute for the Secretaries who shall have all the powers of the secretaries for the time being.
- (h) The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any Committee so formed shall have the same powers in relation to the matters delegated to them or placed under their supervision or control as the directors originally had except the power of sub-delegation. The directors may withdraw such delegated power whenever they deem fit provided that no prior act of the said Committee shall be invalidated by a subsequent regulation of the directors if the same would have been valid except for such regulation.

PROVIDED ALWAYS that any cheque or other negotiable instrument shall be signed by a director and countersigned by the Secretary or one of the Secretaries.

#### GENERAL MEETINGS.

- 19. The first General Meeting shall be held at such time not being less than one month nor more than <sup>three</sup>~~four~~ months *list* after the incorporation of the Company and at such place as the Board may determine.
- 20. Subsequent General Meetings shall be held at least once in every calendar year and on such days at such times

not being more than 15 months after the holding of the last preceding General Meeting and place as may be prescribed by the Company in General Meeting and if no time or place is so prescribed as shall be determined by the Secretary or Secretaries for the time being or if there be no secretary by the Chairman. Such Meetings may be adjourned from time to time until the business is ended and at and to such place as may be determined by the General Meeting.

21. The above mentioned General Meetings shall be termed Ordinary Meetings all others shall be Extraordinary Meetings.
22. The Directors may convene an Extraordinary Meeting and when required by any two members by a notice in writing left at the Registered Office shall convene an Extraordinary General Meeting.
23. Subject to the provisions of Section 117 (2) of the Act relating to special resolutions 7 days notice at the least (exclusive of the day on which the Notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place the day and the hour of Meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are under the regulations of the Company entitled to receive such notices from the Company but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as these members may think fit.

PROCEEDINGS at GENERAL MEETINGS.

24. The accidental omission to give notice to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any Meeting.
25. No business shall be transacted at any meeting unless a quorum of members is present.
26. Five members shall be a quorum at any General Meeting of the Company.
27. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting with the exception of the consideration of the Accounts, Balance Sheets and the Ordinary Report of the Directors and Auditors and the fixing of the remuneration of the Auditors.
28. If within one hour from the time appointed for the meeting a quorum of members is not present the meeting shall stand adjourned to such day time or place as may be appointed in the agenda or bye-law for the time being and if at such adjourned meeting a quorum of members is not present it shall be adjourned sine die.
29. The Chairman of the Board shall preside as Chairman at every General Meeting or in his absence such person as shall there and then be elected by the General Meeting.
30. The Chairman may with the consent of a majority of the general meeting adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
31. At any General Meeting unless a poll is demanded by at least five members a declaration by the Chairman that

a Resolution has been carried and an entry made to that effect in the minute book shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

32. If a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed to be a Resolution of the Company in General Meeting.

#### THE SEAL.

33. The seal of the Company shall not be affixed to any instrument except by a Resolution of the Board, and in the presence of a Director and of the Secretary or one of the Secretaries or such other person as the Board may appoint for the purpose; and that director and the Secretary or one of the Secretaries or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### VOTES OF MEMBERS.

34. Each member shall have one vote only and such vote must be given personally and not by proxy.

#### BYE-LAWS.

35. In addition to the powers vested in the Company by the Companies Act 1929 the Company shall have power by Resolution passed in General Meeting whether Ordinary or Extraordinary from time to time to make such bye-laws for the government of the Company as do not under the said

Act require to be passed by Special Resolution as being alterations of the regulations of the Company contained in the Articles of Association.

#### ACCOUNTS AND AUDITS.

36. Accounts shall be kept of the moneys received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the property and liabilities of the Company.

#### AUDIT.

37. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

#### MISCELLANEOUS.

38. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address in the United Kingdom.
39. Any notice served by post shall be deemed to have been served at the time when the letter containing the same was put into the post office 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.
40. All notices required by the Companies Act 1929 and by any Acts amending the same to be given by advertisement shall be advertised in such newspapers as the directors may select.

41.

A certificate signed by the Chairman and Secretary or one of the Secretaries of the Board or either of them shall be sufficient proof that any person was or is a member of the Council of the Union or that any minute or resolution has been passed by the Council of the Union.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

<i>Wm. J. J. J.</i>	The Rectory, Thurlly, Sunderland, L. 10. 10. 10. Retired Farmer
<i>Herbert P. J. J.</i>	The Red House, West Ashling, Chichester J.P.
<i>Edward J. J. J.</i>	The Bury, Buckland, Buntingford Hert? J.P.
<i>Edw. J. J. J.</i>	New Farm, Compton, near Newbury J.P.
<i>Rowland J. J. J.</i>	Sipson, Giesley, Middlessex J.P.
<i>John J. J. J.</i>	The Woods, Hatfield Broad Oak, Bishops Stortford. Farmer
<i>Mrs. Harriet J. J.</i>	Milton House, Kewlands Road, Leamington. J.P.

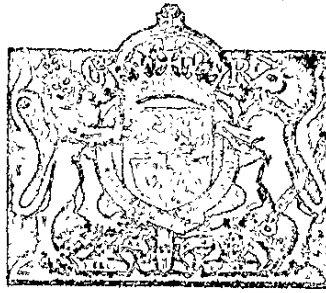
DATED this 16<sup>th</sup> day of April 1930.

WITNESS to the above Signatures :

*W. J. J. J.*  
Joint General Secretary  
National Farmers' Union  
45 Bedford Square  
W.C. 1.



DUPLICATE FOR THE FILE.



# Certificate of Incorporation

I Hereby Certify,

That

THE NATIONAL FARMERS UNION TRUST COMPANY LIMITED

is this day Incorporated under the Companies' Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-fourth day of May One Thousand Nine Hundred and thirty .

ASSISTANT Registrar of Companies.

Certificate  
received by

*W. Barnes for Ellis Starbain 22 Bedford Row,  
W.C.1. Solicitors*

Date 26/5/30

248343/80

The Companies Acts 1948 to 1980  
Company limited by guarantee and  
not having a share capital

SPECIAL RESOLUTION

- OF -

THE NATIONAL FARMERS' UNION TRUST COMPANY LIMITED  
(Company No: 248343)  
(Passed on 16th November 1981)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Agriculture House 25/31 Knightsbridge London SW1X 7NJ on Monday 16th November 1981 the following Resolution was duly passed as a Special Resolution viz:

RESOLUTION

"That the Company's Memorandum of Association be amended to include new paragraph 3L as follows:

3L: To guarantee payment of any sum of money or the performance of any contract or obligation by any Company, Corporation, Society or Individual and to become liable for and undertake obligations for money and debts of every kind and description."

.....  
Major H.G.B. Knight  
Chairman

.....  
K. McKean  
Secretary

Dated this 16th day of November 1981



The National Farmers' Union Trust Company Limited

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above Company held at the registered office at Agriculture House, 25/31 Knightsbridge, London, on 14th May 1987, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Company's Articles of Association be amended as follows:-

(a) Article 8

Delete the existing article and insert the following new article:

"The Directors of the Company shall be the five officers of the Union (the President, the Deputy President, the Vice-President, the Honorary Treasurer and the Director-General) plus those members of the General Purposes Committee of the Union nominated by that Committee to be members of the Finance and Organisation Committee of the Union (or any successor committee to the said Finance and Organisation Committee). Such persons are hereinafter referred to as "the Board".

(b) Article 9

Delete the existing article and insert the following new article:

"The Honorary Treasurer of the Union shall be the Chairman of the Board".

(c) Article 10

Delete the existing article and insert the following new article:

"The Secretary of the Company shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; and any secretary so appointed may be removed by them."

(d) Article 16

Delete the following words:

".....the said Account and House Sub-Committee".

Insert the following new words:

".....the said Finance and Organisation Committee (or any successor committee to the said Finance and Organisation Committee)".



...../Contd

- 2 -

(e) Article 18

- (i) Delete the first sentence of paragraph 18(h) and insert the following new sentence:

"The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit plus, in the case of a committee formed to administer a pension scheme, such member or members of that pension scheme as they think fit".

- (ii) Delete the final paragraph and insert the following new paragraph 18(i):

"The Directors may authorise the signing of cheques and other negotiable instruments by such members of their body and such senior employees of the Union as they think fit, provided that all cheques and negotiable instruments shall be signed by two such authorised signatories, one of whom shall be a director".

Dated this 14th May 1987.

Major H G B Knight  
Chairman

Certified a true copy.....

  
Major H G B Knight

# DORMANT COMPANY RESOLUTION

COMPANY No. 248343

THE COMPANIES ACT 1985, SECTION 250  
SPECIAL RESOLUTION OF

THE NATIONAL FARMERS' UNION  
TRUST COMPANY LTD

LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,  
HELD ON THE 8<sup>TH</sup> DAY OF SEPTEMBER 1992

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

The company, having been dormant since its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

OR

The accounts of the company for the financial year ending 30-11-92 having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

SIGNED

  
~~Director or~~ Secretary of company

DATE

6-10-93

N.B. The references above to the Companies Act 1985 relate to that Act as amended by the Companies Act 1989 & S.I. No. 1992/3003.

DEB 8 (Revised 02/93)

