

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2931640

The Registrar of Companies for England and Wales hereby certifies that
THE ROYAL BATH & WEST OF ENGLAND SOCIETY

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 23rd May 1994

M. Lewis
M. LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* THE ROYAL BATH & WEST OF ENGLAND SOCIETY

* insert full
name of Company

I, MELANIE ANNE QUANTOCK SHULOHAM
of CHURCH HOWE
YEDVIL
SOMERSET

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)†~~
~~(person named as director or secretary of the company in the statement delivered to the registrar under~~
~~section 16(2))†~~ and that all the requirements of the above Act in respect of the registration of the above
company and of matters precedent and incidental to it 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 Church House, Church Street,
Yedvil Somerset

Declarant to sign below

the 12th day of May
One thousand nine hundred and ninety four
before me [Signature]

[Signature]
[Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

BATTEN & CO Ref 218
CHURCH HOWE
YEDVIL
SOMERSET
BA20 1HB

For official Use
New Companies Section

Post Office



G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not
write in
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

--	--	--	--

--

Name of company

Note
This declaration
should accompany
the application for
the registration of
the company

* Insert full name
of company

* THE ROYAL BATH & WEST OF ENGLAND SOCIETY

I, MELANIE ANNE QUANTOCK (HULLHAM

of CHURCH HOUSE YEovil SOMERSET

a {Solicitor engaged in the formation of the above-named company} {person named as director or
secretary of the above company in the statement delivered under section 10 of the above Act}† do
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1835.

Declared at Central House, Church Street,
Yeovil Somerset

Declarant to sign below

the 12th day of May

One thousand nine hundred and nineteen

before me John

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Melanie A Quantock
John

Presentor's name address and
reference (if any):

BATTEN L W Ref 218
CHURCH HOUSE
YEovil
SOMERSET
BA20 1HS

For official Use
New Companies Section

Post room



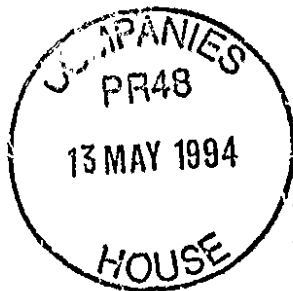
Cat. No. C030(5)(a)

Extel
GROUP

EXTEL STATISTICAL SERVICES LIMITED 37-45 PAUL STREET, LONDON EC2A 4PB.

12/85



**10****Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

☒ CNFor official use ☐THE ROYAL BATH & WEST
OF ENGLAND SOCIETYRegistered office of the company on
incorporation.☒ RO

THE SHOWGROUND

Post town SHEPTON MALLET

County/Region SOMERSET

Postcode BA4 6QN

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.☒

Name BATTEN & CO

☒ RA

CHURCH HOWE

Post town YEovil

County/Region SOMERSET

Postcode BA20 1HB

Number of continuation sheets attached ☐To whom should Companies House
direct any enquiries about the
information shown in this form?

BATTEN & CO REF 218

CHURCH HOWE

YEovil SOMERSET

Postcode BA20 1HB

Telephone 0935 23655

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS**

DAVID HENRY CARY

BATTEN

AD

KEEPERS COTTAGE

Post town RYME INTERSECA

County/Region ~~SOMERSET~~ DORSET

Postcode DT9 6JP Country ENGLAND

I consent to act as secretary of the company named on page 1

Signed



Date

12/5/94

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature**CD**

WILLIAM HENRY

BATTEN

AD

CHURCH FARM

Post town RYME INTERSECA

County/Region ~~SOMERSET~~ DORSET

Postcode DT9 Country ENGLAND

DO

29/01/26

Nationality

NA

BRITISH

OC

RETIRED JOURNALIST

OD

DRYFIELD FARMACE LIMITED

HAMMON PROPERTY COMPANY LIMITED

I consent to act as director of the company named on page 1

Signed



Date

12/5/94

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

AddressUsual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

RICHARD STANTON ROY

SHELDON

AD

PERRIDGE HOWE

PILTON

Post town SHEPTON MALLET

County/Region SOMERSET

Postcode BAU 4EN

Country ENGLAND

DO 21 05 33Nationality **NA** BRITISH**OC**

RETIRED COMPANY DIRECTOR

OD

SCOPEMOOR LIMITED

I consent to act as director of the company named on page 1

Signed

Date

12/1/94

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

12/1/94

Delete if the form
is signed by an
agent on behalf of
all the subscribers.All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2931640



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION
of
THE ROYAL BATH & WEST OF ENGLAND SOCIETY

Incorporated the day of 1994

1. The name of the company is The Royal Bath & West of England Society (hereinafter called "the Society")

2. The Registered Office of the Society will be situated in England and Wales

3. The object for which the Society is established is the promotion of agriculture and for the purposes of this Memorandum agriculture shall include the science or occupation of cultivating and planting up land, rearing plants, crops, trees of whatsoever nature, rearing livestock and all aspects of farming and conservation and without prejudice to the generality of the foregoing to encourage skill and industry in agriculture and in all allied trades, craft and professions connected with the rural economy. In furtherance of such object but not further or otherwise the Society shall have the following powers: -

3.1 to take over the whole of the real and personal property belonging to and to undertake all the liabilities of the unincorporated Association known as The Royal Bath & West of England Society whose principal office is situate at The Showground Shepton Mallet Somerset ("the Showground") and the objects of which are the same as

those set out in Clauses 2 3 4 and 5 of this Clause 3

3.2 to hold exhibitions and competitions of :

3.2:1 agriculture agricultural implements and such other articles connected with agriculture; and

3.2:2 manufactures; and

3.2:3 commerce; and

3.2:4 rural crafts

at the Society's permanent showground at Shepton Mallet or elsewhere

3.3 to conduct or assist financially practical or scientific research in agriculture manufactures commerce and rural crafts

3.4 to promote technical education in agriculture manufactures commerce and rural crafts by providing means of systematic instruction or scholarships

3.5 to publish for circulation a journal or any other publication connected with agriculture manufactures commerce and rural crafts

3.6 to purchase or acquire by gift or otherwise and act as trustees or managers of any real or personal property and rights or privileges attaching thereto and to construct maintain and alter buildings or erections thereon and to grant leases of any or all of the same and to receive the rents and income derived therefrom

3.7 to do all such acts and things as may be deemed necessary for imparting instruction and for the encouragement of study education and learning

- 3.8 to act as trustees or managers of any endowment bequest or gift for agricultural purposes for manufacturers for commerce and for rural crafts
- 3.9 to receive voluntary donations and subscriptions for any of the purposes of the Society
- 3.10 subject to such consents as may be required by law to sell let or mortgage dispose of or turn to account all or any of the property or assets of the Society
- 3.11 to purchase or otherwise acquire plant and machinery including computer hardware and software furniture fixtures fittings and all other effects of every description and to apply for registration of any patents rights copyrights licences and the like
- 3.12 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law
- 3.13 to take and accept any gift of money property or other assets whether subject to any special trust or not
- 3.14 to issue appeals hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations subscriptions or otherwise
- 3.15 to draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
- 3.16 to invest the moneys of the Society not immediately required for its purposes 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

- 3.17 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions
- 3.18 to undertake and execute charitable trusts
- 3.19 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise organise carry on the work of and advise the Society and subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees of the Society and their wives husbands and other dependants
- 3.20 to amalgamate with any companies institutions societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Society which prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association
- 3.21 to pay out of funds of the Society the costs charges and expenses of and incidental to the formation and registration of the Society

3.22 to do all such other things as shall further the attainment of the objects of the Society or any of them
Provided That:

3.21:1 In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

3.21:2 The Society's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

4. The income and property of the Society shall be applied solely towards the promotion of its objects 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 members of the Society and no Director of the Society shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society

Provided That nothing herein shall prevent any payment in good faith by the Society:


4.1 of reasonable and proper remuneration to any member officer or servant of the Society (not being a Director) for any services rendered to the Society and of travelling expenses necessarily incurred in carrying out the duties of any member officer or servant of the Society


- 4.2 of interest on money lent by a Council Member or Director of the Society at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Society's clearing bankers or 3% whichever is the greater
- 4.3 to any Director of reasonable out-of-pocket expenses
- 4.4 of fees remuneration or other benefit in money or money's worth to a company of which a member of the Society or a Director may be a member holding not more than one hundredth part of the capital of such Company
- 4.5 of the usual professional and other charges for business transacted and acts done by any Director (being a lawyer accountant or other person engaged in a profession or a business) or by any partner of his or hers or employee of the firm in which such Director is a partner or any company of which he or she may be a member, when instructed by the other Directors so to act in that capacity on behalf of the Society
- 4.6 of reasonable and proper rent for premises demised or let by any member of the Society or any Director
5. The liability of the members is limited
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same 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 Society 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 (£1.00)

7. If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof such body or bodies to be determined by the members of the Society at or before the time of dissolution and in so far as effect cannot be given to such provisions then to some other charitable body

WE the several persons whose names and addresses are subscribed are desirous of being formed in to a company in pursuance of this Memorandum of Association

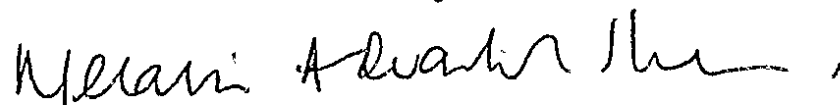
 W. H. BATTEN ESQ.
CHURCH FARM
RYME INTERNSLA
SOMERSET

 R. S. R. SHELTON ESQ
PARRIDGE HOWE
PILTON
SHEPTON MALLT
SOMERSET

Dated this 12th day of May

1994

Witness to the above signatures


MELANIE A. QUANTOCK SHULOHAM
CHURCH HOWE
YEODIC
SOMERSET

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
-of-
THE ROYAL BATH & WEST OF ENGLAND SOCIETY

Interpretation:

1.1 In these Articles the following words and expressions shall have the following meanings:

"the Act"	the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force
"the Articles"	the Articles of the Society
"Clear Days"	(in relation to the period of a Notice) that period excluding the day when the Notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"executed"	includes any mode of execution
"Office"	the registered office of the Society
"the Seal"	the Common Seal of the Society
"Secretary"	the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society including a joint assistant or deputy secretary
"Table A"	Table A as contained in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F)

(Amendment) Regulation 1985 (S1 1985
No. 1052)

"Table C" Table C as contained in the Schedule to
the Companies (Tables A to F)
Regulations 1985 (S1 1985 No. 805) as
amended by the Companies (Tables A to F)
(Amendment) Regulation 1985 (S1 1985
No. 1052)

"the United Kingdom" Great Britain and Northern Ireland

- 1.2 The Regulations contained in Table C (incorporating
Table A) shall apply to the Society save insofar as they
are excluded or varied hereby and such regulations (save
as so excluded or varied) and the Articles hereinafter
contained shall be the regulations of the Society
- 1.3 Articles 65 to 69 inclusive of Table A shall not apply to
the Society
- 1.4 Unless the context otherwise requires words or
expressions contained in these Articles bear the same
meaning as in the Act but excluding any statutory
modification thereof not in force when these Articles
become binding on the Society and words denoting any one
gender include all genders

Objects:

2. The Society is established for the purposes expressed in
the Memorandum of Association

Council Members:

3. The subscribers to the Memorandum of Association of the Society and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society and shall be called Council Members. No person shall be admitted a Council Member unless he is first approved by the Directors who shall recommend his admission as a Council Member to the existing Council Members at their next following General Meeting. Every person who wishes to become a Council Member shall deliver to the Society an application for membership in such form as the Directors shall require executed by him.
4. A Council Member may at any time withdraw from the Society by giving at least seven clear days notice to the Society. Membership shall not be transferable and shall cease on death.
5. The Council Members may also at their discretion terminate the membership of any Council Member but the requirements of natural justice shall be respected and a Council Member shall be entitled to be heard in his own defence by the Directors or a Committee of the Directors.
6. It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be friends or associates of the Society (by whatever name called) and to make rules governing the rights, duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or

associates as aforesaid be Council Members and their rights (if any) shall, not include a right to vote at General Meetings of the Society The Secretary shall keep an accurate register of and the rules governing such friends or associates of the Society

General Meetings:

7. 7.1 The Society 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 fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next Provided That so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year The Annual General Meeting in each year shall be held at such time and place as the Directors shall appoint
- 7.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
8. The Directors may call General Meetings and on the requisition of Council Members pursuant to the provisions of the Act shall forthwith proceed to convene an Extraordinary General meeting for a date not later than eight weeks after receipt of the requisition. If there are

not within the United Kingdom sufficient Directors to call a General Meeting any Director or any Council Member of the Society may call a General Meeting

Notice of General Meetings:

9. 9.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty one Clear Days' notice All other Extraordinary General Meetings shall be called by at least fourteen Clear Days' notice but a General Meeting may be called by shorter notice if it is so agreed:

9.1:1 in the case of an Annual General Meeting by all the Council Members entitled to attend and vote thereat; and

9.1:2 in the case of any other meeting by a majority in number of the Council Members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Council Members

9.1:3 The Notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such

9.1:4 The Notice shall be given to all the Council Members and to the Directors and Auditors

10. 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:

11. No business shall be transacted at any meeting unless a quorum is present twelve persons entitled to vote upon the business to be transacted each being a Council Member or a proxy for a Council Member or a duly authorised representative of a corporation shall be a quorum
12. If such 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 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
13. The President of the Society or in his absence the Deputy President of the Society or in his absence 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 President nor the Deputy President nor the Chairman nor such other Director (if any) be present within fifteen 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
14. If no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the Council Members present and entitled to vote shall choose one of their number to be Chairman
 15. A Director shall notwithstanding that he is not a Council Member be entitled to attend and speak at any General Meeting
 16. The Chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) 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 fourteen days or more at least seven 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
 17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded Subject to the provisions of the Act a poll may be demanded:

17.1 by the Chairman; or

17.2 by at least two Council Members having the right to vote at the meeting; or

17.3 by a Council Member or Council Members representing not less than one tenth of the total voting rights of all the Council Members having the right to vote at the meeting;

and a demand by a person as proxy for a Council Member shall be the same as a demand by the Council Member

18. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

19. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

20. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Council 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 whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have
22. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such other time and place as the Chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than a question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made
23. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken
24. A resolution in writing executed by or on behalf of each Council Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may

consist of several instruments in the like form each executed by or on behalf of one or more Council Members.

Vote of Council Members:

25. On a show of hands every Council Member present in person shall have one vote On a poll every Council Member present in person or by proxy shall have one vote
26. A Council Member in respect of whom an Order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by his receiver curator bonis or other person authorised in that behalf appointed by that Court and any such receiver curator bonis or other person may on a poll vote by proxy Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as may be specified in accordance with the Articles for the deposit of instruments of proxy not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
27. 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 tendered and every vote not disallowed at the meeting shall be valid Any objection

made in due time shall be referred to the Chairman whose decision shall be final and conclusive

28. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/WE _____ of _____
being [a Council Member] [Council Members] of the above
named Society HEREBY APPOINT
of _____ or failing him
_____ of _____
as [my] [our proxy to vote in [my] [our] name[s] and on
[my] [our] behalf at the Annual/Extraordinary General
Meeting of the Society to be held on _____ 19[]
and at any adjournment thereof
Signed on _____ 19[]

29. Where it is desired to afford Council Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/WE _____ of
being [a Council Member] [Members] of the above named
Society HEREBY APPOINT

of _____ or failing him

of

as [my] [our] proxy to vote in [my] [our] name[s] and on
[my] [our] behalf at the Annual/Extraordinary General
Meeting of the Society to be held on 19[]

and at any adjournment thereof

This form is to be used in respect of the resolutions
mentioned below as follows :

Resolution No 1 *for *against

Resolution No. 2 *for *against

**strike out whichever is not desired.*

Unless otherwise instructed the proxy may vote as he
thinks fit or abstain from voting

Signed on 19[]

30. The instrument appointing a proxy and any authority under
which it is executed or a copy of such authority certified
notarially or in some other way approved by the Directors
shall:

30.1 be deposited at the Registered Office of the Society
or such other place within the United Kingdom as is
specified in the notice convening the meeting or in
any instrument of proxy sent out by the Society in
relation to the meeting not less than forty eight

hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

30.2 in the case of a poll taken more than forty eight hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or

30.3 where the poll is not taken forthwith but is taken not more than forty eight hours after it was demanded be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

31. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

Number of Directors:

32. Unless otherwise determined by ordinary resolution the number of Directors shall not be more than 20 nor less than 10

Powers of Directors:

33. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the business of the Society shall be managed by the Directors who may exercise all the powers of the Society No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors

34. The Directors may by Power of Attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers

Delegation of Directors' Powers:

35. The Directors may delegate any of their powers to any committee consisting of one or more Directors or other persons They may also delegate to any Chief Executive

appointed by the Directors in accordance with Article 47 or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any such condition the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

Appointment and Retirement of Directors

36. At the first Annual General Meeting all the Directors shall retire from office and at every subsequent Annual General Meeting one third of the 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
37. Subject to the provisions of the Act the 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

38. If the Society at the meeting at which a Director retires by rotation does not fill the vacancy the retiring Director shall if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost
39. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any General Meeting unless: -
- 39.1 he is recommended by the Directors; or
- 39.2 not less than fourteen nor more than thirty five clear days before the date appointed for the meeting notice executed by not less than five Council Members qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Society's Register of Directors together with notice executed by that person of his willingness to be appointed or reappointed
40. A Director retiring by rotation shall not be reappointed a Director for a fifth consecutive term of office but such person may be eligible for reappointment in accordance with Clause 39 provided he has remained out of the office of Director for a period of 24 months from the Annual

General Meeting at which he retired by rotation without being eligible for reappointment by virtue of this Article 40 and then only with the sanction of a Special Resolution of the Company in General Meeting

41. Not less than seven nor more than twenty eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Director The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Society's Register of Directors
42. Subject as aforesaid the Society may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire
43. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum

number of Directors A Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting If not reappointed at such Annual General Meeting he shall vacate office at the conclusion thereof

44. Subject as aforesaid a Director who retires at an Annual General Meeting may if willing to act be reappointed If he is not reappointed he shall retain office until the meeting appoints someone in his place or if it does not do so until the end of the meeting

Disqualification and Removal of Directors:

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

45.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

45.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

45.3 he is or may be suffering from mental disorder and either:

45.3:1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or

45.3:2 an Order is made by a Court having jurisdiction (whether in the United Kingdom

or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs; or

45.4 he resigns his office by notice to the Society; or

45.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated

Remuneration of Directors:

46. The provisions of the Memorandum of Association as to the remuneration of Directors shall apply

Directors' Expenses:

47. The Directors may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Committee of Directors or General Meetings or separate meetings of the holders of debentures of the Society or otherwise in connection with the discharge of their duties

Directors' Appointments and Interests:

48. Subject to the provisions of the Act and of the Memorandum the Directors may appoint a Chief Executive and in addition one or more of their number to any other executive office under the Society and may enter into an agreement or arrangement with any Director for his employment by the Society or for the provision by him of

any services outside the scope of the ordinary duties of a Director Any appointment of a Director to an executive office shall terminate if he ceases to be a Director

49. Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the Directors the nature and extent of any material interest of his a Director notwithstanding his office:

49.1 may be a party to or otherwise be interested in any transaction or arrangement with the Society or in which the Society is otherwise interested;

49.2 may be a Director or other officer of or employed by or a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Society or in which the Society is otherwise interested; and

49.3 shall not by reason of his office be accountable to the Society for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

50. For the purposes of regulation 61:

50.1 a general notice given to the Directors that a Director is to be regarded as having an interest in the nature and extent specified in the notice in any transaction or arrangement in which a specified

person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

50.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

Proceedings of Directors:

51. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit A Director may and the Secretary at the request of a Director shall call a meeting of the Directors It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes the Chairman shall have a second or casting vote
52. The Directors shall meet at least four times in each year
53. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be not less than one third of the total number of Directors from time to time
54. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act

only for the purpose of filling vacancies or of calling a General Meeting

55. The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from that office Unless he is unwilling to do so the Director so appointed shall preside at every meeting of Directors at which he is present But if there is no Director holding that office or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the Directors present may appoint one of their number to be Chairman of the meeting
56. All acts done by a meeting of Directors or of a committee of Directors or by a person acting as a Director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote
57. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened

and held and may consist of several documents in the like form each signed by one or more Directors;

58. Save as otherwise provided by the Articles a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

58.1 the resolution relates to the giving to him of a guarantee security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Society or any of its subsidiaries;

58.2 the resolution relates to the giving to a third party of a guarantee security or indemnity in respect of an obligation of the Society or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security

58.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the company or any of its subsidiaries or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of

- any such debentures by the Society or any of its subsidiaries for subscription purchase or exchange;
- For the purposes of this regulation an interest of a person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society) connected with a Director shall be treated as an interest of the Director
59. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
60. The Society may by ordinary resolution suspend or relax to any extent either generally or in respect of any particular matter any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors
61. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Society or any body corporate in which the Society is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
62. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to

vote the question may before the conclusion of the meeting be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive

Secretary:

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

Minutes:

64. The Directors shall cause Minutes to be made in books kept for the purpose:

64.1 of all appointments of officers made by the Directors; and

64.2 of all proceedings at meetings of the Society and of the Directors and of committees of Directors including the names of the Directors present at each such meeting

The Seal:

65. The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors The Directors 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

President, vice-Presidents and Patrons:

66. The Directors may appoint any person to be the President and any person or persons to be vice-Presidents or Patrons of the Society for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be Directors or Council Members of the Society.

Accounts:

67. No Council Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Directors or by ordinary resolution of the Society.

Notices:

58. Any Notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
69. The Society may give any notice to a Council Member either personally or by sending it by post in a prepaid envelope addressed to the Council Member at his registered address or by leaving it at that address. A Council Member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such Council Member shall be entitled to receive any notice from the Society.

70. A Council Member present either in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called
71. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted

Winding Up:

72. On the winding-up and dissolution of the Society the provisions of the Memorandum of Association shall have effect as if repeated in these Articles

Indemnity:

73. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Society

Rules:

74. 74.1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:

74.1:1 the admission and classification of Council Members of the Society (including the admission of organisations to membership) and the rights and privileges of such Council Members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by Council Members;

74.1:2 the conduct of Council Members of the Society in relation to one another and to the Society's servants,

74.1:3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

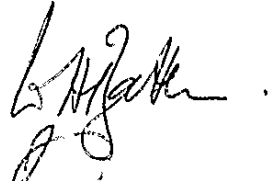

74.1:4 the procedure at general meetings and meetings of Directors and committees of the

Directors in so far as such procedure is not regulated by the Articles;

74.1:5 generally all such matters as are commonly the subject matter of Society rules

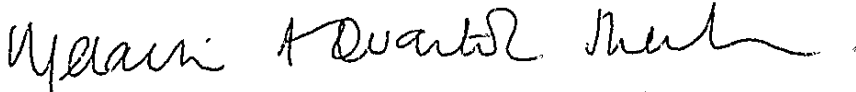
74.2 The Society in general meeting shall have power to alter add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Council Members of the Society all such rules or bye laws which shall be binding on all Council Members of the Society Provided That no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles

Names and Addresses of Subscribers

	W.H. BATTEN Church Farm Ryme Intrinseca Somerset
	R.S.R. SHELTON Perridge House Pilton Shepton Mallet Somerset

Dated this 21st day of May 1994

Witness to the above signatures


Melanie A. Quantock Shudhon
Church House
Yeovil
Somerset

DATED

12th May

1994

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

M E M O R A N D U M

and

ARTICLES of ASSOCIATION

-of-

THE ROYAL BATH & WEST OF ENGLAND SOCIETY

Incorporated the

day of

1994

Batten & Co.
Church House
YEOVIL
Somerset BA20 1HB
[shulldham/deeds/royalb&w/mem&arts5]