

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 2949715

The Registrar of Companies for England and Wales hereby certifies that BAKEWELL AGRICULTURAL & HORTICULTURAL 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 18th July 1994



N02949715O



For the Registrar of Companies





COMPANIES FORM No. 12

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



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

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case complete gibly, preferably black type, or old block lettering	To the Registrar of Companies (Address overleaf) Name of company	For official use	For official use
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insert full name of Company	4		
name of Company	JAMES VERNON COLHOUN		
	of BRIDGE STREET BAKEWELL DERBYSHIRE	SOLICITOR	
	do solemnly and sincerely declare that I am a [Sol	licitor engaged in the f	ormation of the companyI†
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	provisions of the Statutory Declarations Act 1835		
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	Presenter's name address and For official reference (if any):		Post room
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COMPANIES FORM No. 30(5)(a)

174-180 GLD STREET LUNDON ECTV 98P

TELEPHONE: 071-250 3350 FAX: 071-608 0867/490 0797 DX: 274 LON/CHANCERY LANE

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



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

Note This declaration should accompany the application for the registration of the company * Insert full name of company

† delete as appropriate Pursuant to section 30(5)(a) of the Companies Act 1985

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, J. J. T	/
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Commissioner for Oaths	erred on a
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COMPANIES HOUSE

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

Extension

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Company name (in full)	EAKEWELL AGRICULTURAL AND A HORTICULTURAL SOCIETY	
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**	Post town BAKENEN County/Region DERBYSHIRE Postcode DEH5 IAQ.	
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Telephone

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MEMORANDUM OF ASSOCIATION

of BAKEWELL MERICULTURAL & HORTICULTURAL SOCIETY

- 1. The name of the company (hereinafter called "the Society") is Bakewell Agricultural & Horticultural Society.
- 2. The registered office of the Society will be situate in England.
- 3. A. The objects for which the Society is established are:
 - (1) To promote improvement in the breeding and rearing of livestock.
 - (2) The invention and improvement of agricultural and horticultural implements.
 - (3) The encouragement of skill and industry in agriculture, horticulture and forestry.
 - (4) To hold in pursuance of its main objects an annual agricultural and horticultural show provided that the Society shall not be obliged to hold a show in any year in relation to which the Council of the Society shall resolve that the holding of such show is impracticable or not in the interests of the Society.
 - B. In furtherance of which objects but not otherwise the Society shall have the power:
 - (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 "Bakewell Agricultural and Horticultural Society" whose principle office is now situate at The Showground, Bakewell, Derbyshire DEA5 1AQ and the purposes of which are the same as those set out in sub-clauses (1),(2).(3) and (4) of clause 3A hereof.
 - (2) 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 consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (3) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as shall be in the best interests of the Society.
 - (4) To purchase or otherwise acquire lands for any estate or interest.
 - (5) Subject to such consents as may be required by law to sell, let, dispose of or grant rights over all or any of the property of the Society but so that the proviso to this clause shall not thereby be infringed.



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4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend lonus or otherwise by way of profit to members of the Society and no member of the Council 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 in consideration of his serving as a member of the Council.

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

- (a) of reasonable and proper remuneration to any member officer or servant of the Society (not being a member of the Council) for any services rendered to the Society;
- (b) of interest on money lent by any member of the Society at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England or 3%, whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Society or of the Council;
- (d) To any member of the Council of out-of-pocket expenses, and the use of vehicle/s supplied by a sponsor or sponsors. Any taxes due on such benefits to be the responsibility of the individual.
- (e) (i) of fees remuneration or other benefit in money or money's worth to any member of the Council or firm company or other organisation of which such member of the Council is an employee or in which he is otherwise interested in consideration of the supply of services works or goods at the cost of the Society
 - (ii) provided that payment under sub-paragraph (i) above may only be made if such member of the Council is absent from all meetings of the Council during the relevant discussions and takes no part in the relevant decisions and provided further that the other members of the Council are satisfied that the transactions in question are advantageous to the Society.
- 5. The liability of the members is limited.
- 6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force of the Society unless the same shall have been previously submitted to and approved in writing by the Charity Commissioners for England and Wales and no addition, alteration or amendment shall be made to or in the provisions of clauses 4 and 8 hereof unless the same shall have been previously submitted to and approved in writing by the Department of Trade and Industry.

- (6) To erect buildings, plant and machinery,
- (7) To accept donations grants devises bequests subscriptions and generally to raise money for the lawful purposes of the Society by such lawful means as the Society shall think fit, provided that no form of permanent trading is undertaken.
- (8) "The Society shall participate in the direct debiting scheme as an originator for the purpose of collecting subscriptions and/or any other amounts due to the Society. In furtherance of this object the Society may enter into any indemnity required by the banks upon whom direct debits are to be originated. Such indemnity shall be executed by the Society in accordance with the Regulations contained in the Articles of Association of Society".
- (9) To support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes provided that such associations or institutions or purposes shall be in furtherance of the objects of the Society.
- (10) To do all such other lawful things as are necessary for the attainment of the objects aforementioned or any of them.

Provided that:-

- (i) 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.
- (ii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- In case the Society shall take or hold any property subject to the (iii) jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts. receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but they shall as regards any such property be subject jointly and seperately to such control or authority as if the Society were not incorporated.

- 7. 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 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.
- 8. 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 institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its income and property to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association, NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS . Span Ald has Brian Frank Bakel - Retired The Beeches, Brookside, Beeley, Matlock, Derbyshire. DE4 2NR. Charles Albert Peter Blackshaw - Farmer Tinkersley Farm, Rowsley, Matlock, Derbyshire. DEA 2NJ Leonard Geoffrey Brailsford - Farmer Honeycroft Farm, Tupton, Chesterfield, Derbyshire. S42 6AR E.a. Caudever Edward Alexander Caudwell - Agent & Representative Five Acres, Rowsley, Matlock, Derbyshire. DE4 2EG Ian Patrick Caudwell - Farmer Hall Farm, Rowsley, Matlock, Derbyshire. DE4 2EG , Francis Thomas Cooper - Farmer Haddon Park Farm, Bakewell, Derbyshire. DF45 1ND Andrew Eric Derbyshire - Nurseryman Springfield, Darley Dale, Matlock, Derbyshire. DEA 2HN Stanley Dickinson - Retired 7 Stoney Close, Bakewell, Derbyshire. DE45 1FR Donald James Sydney Earl - Public Relations Consultant Greensleeves, Curbar Lane, Curbar, Sheffield. S30 1YF John Farmer - Company Director Welkin House, Stanton Lees, Matlock, Derbyshire. DE4 2LQ. John Trevor Fearn - Company Director Wheatlands House, Bubnell Lane, Baslow, Bakewell, Derbyshire. DE4 1RL. David Anthony Gray - Chartered Accountant Coromandel, Hassop Road, Bakewell, Derbyshire, DE45 1AP. Clarence Hallam - Retired 34, Chatsworth Road, Rowsley, Matlock, Derbyshire. DE4 2EF David John Hoyle - Contractor Progress Cottage, Buxton Road, Bakewell, Derbyshire. DE45 1DA Allen Frederick King JP - Transport Manager Chestnut Farm, Sleetmore Lane, Swanwick, Somercotes, Derbyshire. DE55 1RG Jean Ann King - Director Chestnut Farm, Sleetmore Lane, Swanwick, Somercotes, Derbyshire. DE55 1RG. Richard Andrew Lamb - Managing Director The Rookery, Ashford-in-the-Water, Bakewell, Derbyshire. DE45 1QP Polly Morten - Artist Honeybank, Holestonegate Road, Ashover, Chesterfield, Derbyshire. S45 OJS.

Richard Hugh Morten - Farmer Cowdale Hall, Cowdale, Buxton, Derbyshire, SK17 9SE Edwin Richard Mosley - Farmer Burley Fields Farm, Bent Lane, Darley Dale, Matlock, Derbyshire, DEA 2HW Charles Edward Mycock - Farmer Town Head Farm, Flagg, Buxton, Derbyshire, SK17 9QZ David William Mycock - Farmer Lathkill Farm, Over Haddon, Bakewell, Derbyshire. Brian Nightingale - retired Brisin Anglitingal Springfield, Upper Yeld Road, Bakewell, Derbyshire. DE45 1JB Derrick Roch Penrose - Land Agent Estate Office, Bakewell, Derbyshire. DE45 1PJ Angela Elizabeth Peters - Sales Assistant High Bend, Stanton Lees, Darley Dale, Matlock, Derbyshire. DF4 2LQ. John Donald Proctor - Animal Feed Manufacturer Mere Farm, Monyash, Bakewell, Derbyshire, DE45 1JL Geoffrey Oakes Roberts - Retired Malthouse Cottage, Froggatt, Sheffield. S30 1ZA Vicky Mary Sidebottom - Auctioneers Clerk RESIGNED Marsh Farm, Hope, Sheffield. S30 2RD. Thomas Arthu: Swindell - Farmer Millfield Lodge, Alport, Bakewell, Derbyshire. DE45 1LJ Valerie Anne Turner - Farmer & Livestock Dealer Underedge Farm, Rowland, Bakewell, Derbyshire. DE45 1NR Colin Vivian Underwood - Chartered Engineer Fern Cottage, Northwood Lane, Darley Dale, 'Matlock, Derbyshire. DE4 2HP John Walker - Farmer Wakebridge Farm, Wakebridge, Matlock, Derbyshire. DE4 5HD Charles Hugo Waterhouse - Retired Middleton Hall, Bakewell, Derbyshire. DE45 1LS John Robert Webster - Sub Officer tally A1 Estate Office, Haddon Hall, Bakewell, Derbyshire. DE45 1LA Willis Thorpe White - Farmer 1 Corn Mill Close, Calver, via Sheffield.

margaret opsepulue McLaughlin - Housewife The Fall, Falls Hoad, Heanor, Derbyshire. DE7 7PQ David James McLoughlin - Manager The Fall, Falls Road, Heanor, Derbyshire, DE7 7PQ Roy Gleneross - Retired Slade Cottage, Over Haddon, Bakewell. Derbyshire. DE45 1JE My lorant out George Geoffrey Crawford - Retired 37 Somersby Avenue, Walton, Chesterfield, Derbyshire. S42 7LY Thomas William Mycock- Retired Rose Cottage, Town Head, Flagg, Buxton. . Derbyshire. SK17 9QZ Robin John Rhodes - retired Monsal House, Monsal Head, Bakewell, Derbyshire. DE4 1NL. Jane E. Walker Jane Elizabeth Walker - Teacher 6 The Crescent, Horsley Woodhouse, Derbyshire. DE7 6BJ Mary Christine Morten - Housewife Merryb. Nevrken Cowdale Hall, Cowdale, Button, Derbyshire. SK17 9SE Mary Daybell - Retired Mary Vaybell Badgers Clough, Fairfield Common, Buxton, Derbyshire. SK17 7HW tanline Batterd Pauline Barfield - Housewife Old House Place, The Lanes, Bolehill, Wirksworth, Derbyshire. DE4 4GP. J.S. Was James Samuel Watts - Farmer Bramley Farm, Baslow, Bakewell, Derbyshire. All signatures entrussed by

(3 V COLHOUN)

274- June 1994

ARTICLES OF ASSOCIATION

of

BAKEWELL AGRICULTURAL & HORTICULTURAL SOCIETY

INTERPRETATION

1. In these articles:

"the Act" means the Companies Act 1985 as amended by any subsequent legislation

"the Seal" means the common sear of the Society

"Secretary" means any person appointed to perform the duties of the Secretary of the Society

"the United Kingdom" means Great Britain and Northern Ireland

"Members" means Patrons, Members and Honorary Life Members

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Society.

GENERAL

- 2. The number of members with which the Society proposes to be registered is unlimited.
- 3. The Society is established for the purposes expressed in the Memorandum of Association.

ADMISSION OF MEMBERS

- 4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Society.
- 5. Any person desiring to become a member of the Society shall apply in writing signed by himself to the Secretary of the Society in the following form:

"I hereby apply to become a member of Bakewell Agricultural and Horticultural Society, and I agree, if this application is accepted, to be bound by the Memorandum and Articles of Association and the rules, by-laws and regulations of the Society for the time being. The following particulars are correct:

Full name:

Address:

Rank.profession or occupation:



(Signed)"

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Upon receipt of any application as aforesaid the Secretary shall place the same as soon as possible before a committee of the Council appointed at such time and from time to time as to the Council shall deem fit to consider the same; and the committee having accepted or (except as provided in the following article) rejected the same, the Secretary shall forthwith inform the applicant of their decision. And the Secretary shall enter the names of all such applicants as shall have been accepted as aforesaid in the register of members of the Society, whereupon such persons shall become members.

6. The committee of the Council shall not reject the application for membership of any person who immediately before such application was a member of the unincorporated association known as Bakewell Agricultural & Horticultural Society.

RETIREMENT OF MEMBERS

7. Any member who shall desire to retire or resign shall signify such desire in writing to the Secretary and the Secretary shall forthwith remove such person's name from the books of the Society, whereupon he shall cease to be a member.

SUBSCRIPTIONS

- 8. Each member shall pay a subscription to the Society and the amount of such subscriptions shall be fixed and may be varied from time to time by the Council.
- 9. Save as provided by Article 11 hereof, all subscriptions shall become due when a person is entered in the books of the Society as a Member, and in the case of annual subscriptions shall also be payable on the first day of January of the year next following the calendar year during which a member was first admitted to be a member, and similarly in each subsequent year.
- 10. Save as provided by Article 11 hereof, in case any person shall have failed to pay a subscription within twenty-one days of becoming a member or by the Thirtieth of June in any year in which such subscription shall have become due, being an annual subscription, on the first day of January, the Council shall have the right to remove his name from the books of the Society whereupon he shall cease to be a member.
- 11. In the case of any person who immediately before becoming a member was a member of the unincorporated association known as Bakewell Agricultural & Horticultural Seciety, so much of Article 9 hereof as relates to subscriptions becoming due when a person is first entered in the books of the Society as a member and so much of Article 10 hereof as relates to a failure to part a subscription within twenty-one days of first becoming a member. That I not apply.

EXPULSION OF MEMBERS

12. The Council may in its absolute discretion resolve to expel any member from the Society and the Secretary shall forthwith cause his name to be removed from the books of the Society whereupon he shall cease to be a member.

- 13. Not less than twenty-one days previous to the meeting at which such resolution shall be proposed notice of the proposed resolution shall be sent by or on behalf of the Society to the last notified address of such member and such notice shall contain a full statement of the reasons for the proposed expulsion and the member shall be entitled to be heard in his own defense at the meeting and to call oral evidence but not to be represented.
- 14. On the expulsion of a member as aforesaid the Council shall by resolution make such provision as it shall in its absolute discretion think fit concerning the refund or otherwise of any subscriptions or part thereof paid by such expelled member and no expelled member shall be entitled to repayment of any such sums as aforesaid.

RIGHTS OF MEMBERS

- 15. In addition to all rights conferred on members by these Articles the Council may from time to time resolve that such other rights shall be attendant upon membership of the Society as shall to the Council seem fit but so that no such right shall conflict with any provision of the Memorandum of Association of the Society or with these Articles.
- 16. In case any corporation shall be a member of the Society such corporation may by writing to the Society nominate a person to exercise on its behalf any rights and privileges conferred upon members under Article 15 hereof.

GENERAL MEETINGS

- 17. The Society shall in each 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 incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.
- 18. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 19. The Council may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by The Companies Act. If at any time there are not within the United Kingdom sufficient members of the Council to form a quorum, any ten members of the Council or any twenty—five members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
- 20. Any requisition made by members of the Council or by members shall express the object of the meeting proposed to be called, and shall be delivered to at the registered office of the Society.
- 21. Upon receipt of such requisition the Council shall forthwith proceed to convene a general meeting; if they do not proceed to convene the meeting within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.

NOTICE OF GENERAL MEETING

- 22. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the articles of the Society, entitled to receive such notices from the Society: Provided that a meeting of the Society 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;
 - (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 ninety-five per cent of the total voting rights of the members present at that meeting.
- 23. The accidental ommission to give notice 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

- 24. All business shall be deemed special that is transacted at an extraordinary general meeting; and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of members of the Council in the place of those retiring and the appointment and the fixing of the renumeration of the auditors.
- 25. No business shall be transacted at any meeting unless a quorum of not less than ten members is present at the commencement of such business.
- 26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Council or members, shall be dissolved, in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.
- 27. The Chairman, if any, of the Council, or, in his absence, the vice-Chairman, shall preside as chairman at every general meeting of the Society, or if there is no such Chairman or vice-Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding of the meeting or is unwilling to act, the members of the Council who are present shall elect one of their number to be chairman of the meeting.

- 28, If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 29. The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of an adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members of Council or members and unless such poll be demanded a declaration by the chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 31. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Society in general meeting, save that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- 32. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

- 33. Every member shall have one vote.
- 34. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Society have been paid.
- 35. On a poll votes may be given either personally or by proxy.
- 36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
- 37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time of holding the meeting or adjourned meetings at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: BAKEWELL AGRICULTURAL AND HORTICULTURAL SOCIETY I of in the county of being a member of the above-named Society, hereby appoint of or, failing him of as my proxy to vote for me, on my behalf at the annual/ extraordinary meeting of the Society to be held on the day of and at any adjournment thereof. Signed, this day of 39. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing the proxy shall be in the following form or a form as near thereto as circumstances admit: "Bakewell Agricultural and Horticultural Society, I of in the county of being a member of the above named Society, hereby appoint of or failing him of as my proxy to vote for me on my behalf at the annual/ extraordinary general meeting of the Society to be held on the day of and at any adjournment thereof Signed this day of This form is to be used *against/ in favour of the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit. * Strike out which ever is not desired." 40. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. 41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as afcresaid shall have been received by the Society, at the office before the commencement of the meeting or adjourned meeting at which the proxy is used. 42. No member shall vote whether by himself or by proxy on any matter in which he is personally interested pecuniarily or debate on such matter without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.

CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

43. Any corporation which is a member of the Society may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

HONORARY OFFICERS

- 44. (a) There shall be an Honorary President of the Society who shall be elected by the members in annual general meeting and shall hold office for one year from such meeting. The Honorary President may be a member of the Society but otherwise shall not become such by reason only of his election.
 - (b) There may also be an Honorary President Elect to whom the provision of para (a) of this article (mutatis mutandis) shall apply.
 - (c) There may also be an Honorary Vice-President to whom the provision of para (a) of this article (mutatis mutandis) shall apply.
- 45. There shall be an Honorary Director and an Honorary Assistant Director who shall both be elected by the members in Annual General Meeting and shall hold office for one year from such meeting. The Honorary Director and Honorary Assistant Director shall be ex-officio members of the Council and all Committees formed by Council.
- 46. There shall be an Honorary Treasurer who shall be elected by the members in Annual General Meeting and shall hold office for one year from such meeting. The Honorary Treasurer shall be ex-officio member of the Finance Committee of Council.
- 47. There may be Honorary Medical Officers to the Society who shall be elected by the Council and shall hold office for one year from such meeting. Honorary Medical Officers may be members of the Society but otherwise shall not become such by reason only of their election.
- 48. There may be other honorary officers to the Society if the Council so resolve who shall be elected by the Council and shall hold office for one year from such meeting.

COUNCIL

- 49. There shall be a Council of the Society which shall consist of the Honorary Officers and co-opted members and until otherwise determined by the Society in general meeting, not less than 36 and not more than 60 other members of the Society, including a nominee of His Grace the Duke of Devonshire and a nominee of His Grace the Duke of Rutland.
- 50. A chairman and vice-chairman of the Council shall be elected from among the members of the Council at its first meeting after the Annual General Meeting and shall each hold office until the first meeting of the Council following the next Annual General Meeting.
- 51. The members of the Council shall be elected from among the members for the time being of the Society by the members in Annual General Meeting, but no person appointed to any office of the Society in respect of which he is paid by salary or fees or remunerated by any benefit in money or money's worth from the Society shall be eligible to be a member of the Council.

- 52. No member may be elected to be a member of the Council unless a nomination made in writing by one member of the Society and supported by another proposing such member for election as aforesaid shall have been received by the Secretary not less than 30 clear days before the date of the relevant Annual General Meeting.
- 53. The Secretary shall notify all members of the names and addresses of the candidates for election to the Council with the Annual General Meeting Notice.
- 54. Until the first annual general meeting the Council shall consist of the subscribers to the Memorandum of Association of the Society.
- 55. Except at the first Annual General Meeting of the Society the members of the Council shall retire from the Council and at the Annual General Meeting in every subsequent year one-third of the elected members of the Council for the time being or, if their number is not a multiple of three, then the number nearest one-third shall retire from office.
- 56. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 57. A retiring elected member of the Council shall not be eligible for re-election, except at the first Annual General Meeting of the Society.
- 58. The Council shall have power at any time and from time to time to appoint any member to be a member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these articles. A member of the Council appointed to fill a casual vacancy as aforesaid shall hold office for the remainder of such period as the member in whose place he was appointed would have continued to hold office before next retiring in accordance with these articles; and all other members appointed under this article shall hold office only until the next following Annual General Meeting, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting. Any member of the Council appointed under this article shall be eligible for re-election.
- 59. The Society may by ordinary resolution of which special notice has been given in accordance with The Companies Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles.
- 60. The Society may by ordinary resolution appoint another person in place of a member of the Council removed from office under Article 59 hereof. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected to be a member of the Council.

POWERS AND DUTIES OF THE COUNCIL

- 61. The Council shall have absolute control over all the affairs and property of the Society, and shall prescribe, alter or cancel rules, by-laws and regulations for the regulation of the Society and its activities and shall exercise all such powers of the Society as they shall think fit provided that no rule made as aforesaid shall be inconsistent with the Memorandum or Articles of Association of the Society.
- 62. The Council may delegate any of its powers to committees consisting of such member or members of the Council and others as it thinks fit, provided that any such Committee shall report back its acts and proceedings in full to the Council as soon as possible; any Committee so formed shall in the exercise of the powers so delegated conform to to any regulations that may be imposed on it by the Council.
- 63. The Council shall engage all such officers and servants as shall be necessary and shall regulate their duties and fix their salaries.
- 64. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, indorsed or otherwise executed in such manner as the Council shall from time to time by resolution determine, and in default of such resolution shall be executed by any three of the following, namely the Show Director, Assistant Show Director, Treasurer, Chairman, and Secretary.

PROCEEDINGS OF THE COUNCIL

- 65. The Council and any Committee or Committees formed by the Council as aforesaid may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they shall think fit. Questions arising at any such meeting shall be decided by a majority of votes.
- 66. Each Committee formed by the Council as aforesaid shall appoint its own Chairman. If the Chairman is for any reason unable to act, 'he Committee shall elect one from its own members a chairman of its meetings.
- 67. The quorum necessary for the transaction of the business of the Council shall be ten members present in person; and no business shall be transacted at any meeting of the Council unless a quorum is present at the start of business.
- 68. The quorum for the meetings of each several committee formed by the Council as aforesaid shall be as determined by the Council from time to time.
- 69. In the case of equality of votes at meetings of the Council the Chairman of the Council shall have a second or casting vote and in the case of equality of votes at meetings of any Committee formed by the Council as aforesaid the Chairman of such Committee shall have a second or casting vote.

DISQUALIFICATION OF MEMBERS OF COUNCIL

- 70. A member of the Council shall cease to be such if ne
 - (a) ceases to be a member of the Society
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from holding office by reason of the Companies Act
 - (d) becomes of unsound mind; or
 - (e) retires from the Council by notice in writing to the Society; or
 - (f) is removed from office by a resolution duly passed pursant to The Companies Act
 - (g) is absent from four consecutive meetings of the Council, without good cause

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

MINUTES

- 71. The Council shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of officers made by the Council
 - (b) of the names of all the members of the Council present at each meeting of the Council and of any committee formed by the Council as aforesaid;
 - (c) of all resolutions and proceedings at all meetings of the Society and of the Council and of any Committee formed by the Council as aforesaid;
 - (d) and every member of the Council present at any meeting of the Council or of a Committee formed by the Council as aforesaid shall sign his name in a book to be kept for that purpose.

SECRETARY

72. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions (consistent with clause 4 of the Memorandum of Association) as it may think fit; and any secretary so appointed may be removed by it. The provisions of The Companies Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

73. The Council shall provide for the safe custody of the seal, which shall be used only by the authority of the Council or of a Committee formed by the Council and authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

- 74. The Council shall cause accounting records to be kept in accordance with The Companies Act.
- 75. The accounting records shall be kept at the registered office of the Society, or, subject to the Companies Act, at such other place or places as to the Council seems fit, and shall always be open to inspection by members of the Council.
- 76. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council and no member not being a member of the Council shall have any right of inspecting any account or book or document of the Society, except as conferred by Statute or authorised by the Council or by the Society in general meeting.
- 77. At the Annual General Meeting in every year the Council shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting, subject nevertheless to the provisions of The Companies Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

78. Auditors shall be appointed and their duties regulated in accordance with the Companies Act 1985.

NOTICES

- 79. A notice may be served by the Society on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his last notified address.
- 80. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, and posted and that the postage was prepaid.
- 81. 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 Society an address within the United Kingdom for the giving of notices to them;
 - (b) the auditor for the time being of the Society

No other person shall be entitled to receive notices of general meetings.

82. If the Society shall be wound up the provisions contained in clause 8 of the Memorandum of Association shall be performed and shall have effect in all respects as if the same were repeated in these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

We, whe several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association. ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS Hvan of Whin Brian Frank Bakel - Retired The Beeches, Brookside, Beeley, Matlock, Derbyshire. DE4 2NR. Charles Albert Peter Blackshaw - Farmer Tinkersley Farm, Rowsley, Matlock, Derbyshire. DEA 2NJ Ly Braitofor M Leonard Geoffrey Brailsford - Farmer Honeycroft Farm, Tupton, Chesterfield, Derbyshire, S42 6AR Edward Alexander Caudwell - Agent & Representative Five Acres, Rowsley, Matlock, Derbyshire. DE4 2EG Ian Patrick Caudwell - Farmer Hall Farm, Rowsley, Matlock, Derbyshire. DE4 2EG Francis Thomas Cooper - Farmer Haddon Park Farm, Bakewell, Derbyshire. DEA5 1ND Andrew Eric Derbyshire - Nurseryman Springfield, Darley Dale, Matlock, Derbyshire. DE4 2hN Stanley Dickinson - Retired 7 Stoney Close, Bakewell, Derbyshire. DE45 1FR Donald James Sydney Farl - Public Relations Consultant Greensleeves, Curbar Lane, Curbar, Sheffield. S30 1YF John Farmer - Company Director Welkin House, Stanton Lees, Matlock, Derbyshire. DE4 2LQ. 'John Trevor Fearn - Company Director Wheatlands House, Bubnell Lane, Baslow, Bakewell, Derbyshire. DEA 1RL. David Anthony Gray - Chartered Accountant Coromandel, Hassop Road, Bakewell, Derbyshire. DE45 1AP. Clarence Hallam - Retired 34, Chatsworth Road, Rowsley, Matlock, Derbyshire. DE4 2EJ 6 JUCILLO M Lavid John Hoyle - Contractor Progress Cottage, Buxton Road, Bakewell, Derbyshire. DE45 1DA Allen Frederick King JP - Transport Manager Chestnut Farm, Sleetmore Lane, Swanwick, Somercotes, Derbyshire. DE55 1RG Jean Ann King - Director Chestnut Farm, Sleetmore Lane, Swanwick, Somercotes, Derbyshire. DE55 1RG. Richard Andrew Lamb - Managing Director The Rookery, Ashford-in-the-Water, Bakewell, Derbyshire. DF45 1QP Polly Morten - Artist Honeybank, Holestonegate Road, Ashover, Thesterfield, Derbyshire. S45 OJS.

Rolling Land Richard Hugh Morten - Farmer .Cowdale Hall, Cowdale, Buxton, Derbyshire. SK17 9SE Edwin Richard Mosley - Farmer · Burley Fields Farm, Bent Lane, Darley Dale, Matlock, Derbyshire. DF4 2HW Charles Edward Mycock - Farmer C.E. Mycock Town Head Farm, Flagg, Buxton, Derbyshire. SK17 9QZ David William Mycock - Farmer Lathkill Farm, Over Haddon, Bakewell, Derbyshire. Brian Nightingale - retired Brican Nightingalo Springfield, Upper Yeld Road, Bakewell, Derbyshire. DE45 1JB Derrick Roch Penrose - Land Agent Estate Office, Bakewell, Derbyshire. DE45 1PJ Angela Elizabeth Peters - Sales Assistant High Bend, Stanton Lees, Darley Dale, Matlock, Derbyshire. DEA 21Q. John Donald Proctor - Animal Feed Manufacturer Mere Farm, Monyash, Bakewell, Derbyshire. DE45 1JL Geoffrey Oakes Roberts - Retired Malthouse Cottage, Froggatt, Sheffield. S30 1ZA Vicky Mary Sidebottom - Auctioneers Clerk 2 ESIQNE I Marsh Farm, Hope, Sheffield. S30 2RD. Thomas Arthur Swindell - Farmer Millfield Lodge, Alport, Bakewell, Derbyshire. DE45 1LJ Valerie Anne Turner - Farmer & Livestock Dealer Underedge Farm, Rowland, Bakewell, Derbyshire. DE45 1NR Colin Vivian Underwood - Chartered Ingineer Fern Cottage, Northwood Lane, Darley Dale, Matlock, Derbyshire. DE4 2HP John Walker - Farmer Wakebridge Farm, Wakebridge, Matlock, Derbyshire. DE4 5HD Charles Hugo Waterhouse - Retired Middleton Hall, Bakewell, Derbyshire. DE45 1LS John Robert Webster - Sub Officer

Estate Office, Haddon Hall, Bakewell, Derbyshire. DE45 1LA

1 Corn Mill Close, Calver, via Sheffield.

Willis Thorpe White - Farmer

Margaret Josephine McLoughlin - Housewife biomost of the longs . The Fall, Falls Road, Heanor, Derbyshire, DE7 7PQ David James McLoughlin - Manager The Fall, Falls Road, Heanor, Derbyshire. DE7 7PQ Roy Glencross - Retired Slade Cottage, Over Haddon, Bakewell, Derbyshire. Loop X DE45 1JE bu brent and George Geoffrey Crawford - Retired 37, Somersby Avenue, Walton, Chesterfield, Derbyshire. S42 7LY Thomas William Mycock - Retired W Mycol Rose Cottage, Town Head, Flagg, Buxton, Derbyshire. SK17 9QZ. Robin John Rhodes - Retired Monsal House, Monsal Head, Bakewell. Derbyshire. DE4 1NL , James Samuel Watts - Farmer Bramley Farm, Baslow, Bakewell, Derbyshire. Jane Elizabeth Walker - Teacher - 6 The Crescent, Horsley Woodhouse, Jane E. Walker Derbyshire. DE7 6BJ Mary Christine Morten - Housewife Many 6. Morten Cowdale Hall, Cowdale, Buxton, Derbyshire. SK17 9SE. Mary Daybell - Retired manyDayles Badgers Clough, Fairfield Common, Buxton, Derbyshire. SK17 7HW Panline Berfield Pauline Barfield - Housewife Old House Place, The Lanes, Bolehill, Wirksworth, Derbyshire. DE4 4GP All signatures wetenwal by J. 27th June 1994 Johns