

MEMORANDUM OF ASSOCIATION
of
EAST OF ENGLAND AGRICULTURAL SOCIETY

1. The name of the company (hereinafter called “the Society”) is East of England Agricultural Society.
2. The registered office of the Society will be situated in England.
3. A. The objects for which the Society is established are:
 - (1) To promote agriculture and to such end generally to improve it in all its branches and to encourage skill and industry in it and in all trades, crafts and professions connected with it.
 - (2) To promote education and further the understanding of agriculture, horticulture and food production amongst the general population.
 - (3) To promote rural life and all aspects of the countryside
- 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 “East of England Agricultural Society” whose principal office is now situated at FitzRoy House, East of England Showground, Peterborough, PE2 6XE and the purposes of which are the same as those set out in sub-clauses (1), (2) and (3) 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.
 - (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.

- (a) 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 the Society”.
- (8) 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.
- (9) To do all such other lawful things as are necessary for the attainment of the objects aforementioned or any of them.
- (10) To pay the cost of purchasing and maintaining indemnity insurance in respect of liability or any act or default of the Directors, Officers or employees of the Company in relation to the Company provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrong doing or default.

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.
 - (iii) In case the Society shall take or hold any property subject to the 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 separately to such control or authority as if the Society were not incorporated.
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 bonus 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 two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent 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
- (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 good 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.
- (f) to any Director or Officer pursuant to a claim under any Directors and Officers liability insurance.

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.

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 they are a member or within one year after they 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 or their 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.