

FILE COPY



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

Company No. 4800856

The Registrar of Companies for England and Wales hereby certifies that  
BARROWFORD SHOW LIMITED

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 17th June 2003



\*N04800856I\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House  
for the market

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

**BARROWFORD SHOW LIMITED**

I, **ANTHONY DIXON**

of **23 APPEBY DRIVE, BARROWFORD, LANCs BB96EX**

† Please 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 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

*[Signature]*

*[Signature]*

Declared at

**BARROWFORD**

Day Month Year

**Re-Sworn.**

On

**31 01 2003**

**12-06-2003**

① Please print name.

before me ①

**ANTHONY JAMES BELLETT**

*[Signature]*

**12-06-2003**

Signed

*[Signature]*

Date

**31.1.03.**

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

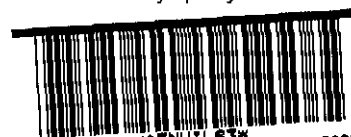
**ANTHONY DIXON**

**ADDRESS AS ABOVE**

**01282 Tel 616602**

DX number

DX exchange



A26  
COMPANIES HOUSE  
\*AFNWIL63\*  
0888  
14/06/03  
A20  
COMPANIES HOUSE  
\*AKH28188\*  
0777  
06/02/03

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

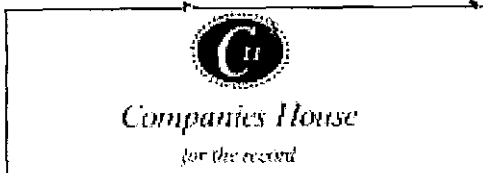
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



4800856

10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

BARROWFORD SHOW LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

23 APPLEY DRWE

BARROWFORD

Post town

NELSON

County / Region

LANCASHIRE

Postcode

BB9 6EX

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information

ANTHONY DIXON

18 ABOVE

01282

Tel 616602

DX number

DX exchange



A26 \*AFNHL32\* 0889  
COMPANIES HOUSE 14/06/03  
A20 \*AFNHL32\* 0776  
COMPANIES HOUSE 06/02/03

v 08/02

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name

BARROWFORD SHOW LIMITED

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

STEPHEN ROBERT.

Surname

BALDWIN

Previous forename(s)

Previous surname(s)

Address \*\*

26 DUCKWORTH STREET

BARROWFORD

Post town

NELSON

County / Region

LANCASHIRE

Postcode

BB9 8PF

Country

ENGLAND

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

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

Consent signature

S. Bald

Date

4.2.2003

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR.

\*Honours etc

Forename(s)

ANTHONY

Surname

DIXON

Previous forename(s)

Previous surname(s)

Address \*\*

23 APPLEBY DRIVE

BARROWFORD

Post town

NELSON

County / Region

LANCASHIRE

Postcode

BB9 6EX

Country

ENGLAND

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

1/20/1946

Nationality

BRITISH

Business occupation

SENIOR MANAGER NTS.

Other directorships

RESULTS BUSINESS SOLUTION LTD.

DAISY COMMUNICATIONS LTD

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

Consent signature

A. Dixon

Date

31 Jan, 2003

## Directors (see notes 4-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

25 463-89A

014510

**MEMORANDUM OF ASSOCIATION**

**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**BARROWFORD SHOW LIMITED**

1. The name of the company is Barrowford Show Limited (hereinafter called "the company").
2. The Registered Office of the company will be situate in England and Wales.
3. The objects for which the company is established are:
  - a) To organise and present agricultural shows for the benefit of the community.
  - b) To provide a showcase for the competitive and non-competitive exhibition of agricultural and domestic animals, horticulture, handicrafts, trades and all expedients connected therewith.
4. In support of these objects but not otherwise, the company shall have the power to do all things incidental or conducive to the attainment of the objects or any of them. In particular (but without limitation) the company shall have the followin



- a. To pay out of the company's funds the costs incurred in forming the company
  - b. To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made, provided that the company shall not have the power to invest in any organisation which is a member of the company at the time the investment is made.
  - c. To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the association, or of undertaking any business or operations which may appear likely to assist or benefit the company.
  - d. Subject always to the provisions of the Companies Act 1985 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the company may think necessary or convenient for the promotion of its objects and to construct, maintain or alter any buildings or erections necessary or convenient for the work of the company.
  - e. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the company as may be thought expedient with a view to the promotion of its objects.
  - f. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
5. The company is a company within the meaning of the Companies Act 1985, that being a company limited by guarantee.
6. The liability of the members is limited.

7. Every subscriber of the company undertakes to contribute to the assets of the company, in the event of the same being wound up while he/she is a member, for payment of the debts and liabilities of the company contracted before he/she ceases to be a member or within one year after he/she 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 £1.
8. The income and property of the company, whensoever derived, shall be applied solely towards to promotion of the objects of the association 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 company.



## DECLARATION

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.

Anthony Dixon



23 Appleby Drive,  
Barrowford  
Nelson, Lancashire  
BB9 6EX

Stephen Robert Baldwin



26 Duckworth  
Street  
Barrowford  
Nelson, Lancashire  
BB9 8PF

Signed in the presence of: 

Name WALTONIE ANNE DIXON

Address 23 APPLEBY DRIVE BARROWFORD LANCAS BB9 6EX.

Occupation/ qualification ..... ~~Justice of the Peace~~ Nursery Manager

Dated this Thirty First day of January

Two Thousand and Three

## **ARTICLES OF ASSOCIATION**

### **THE COMPANIES ACT 1985**

#### **A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

## **ARTICLES OF ASSOCIATION**

### **OF**

## **BARROWFORD SHOW LIMITED**

### **ARTICLE 1.**

**Barrowford Show Limited (hereinafter called "the company ") adopts in total the provisions of The Companies Act 1985; and the content and provisions as set out in the schedule below:**

## **SCHEDULE**

### **INTERPRETATION**

**In these regulations:**

**the Act** - means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

**the articles**- means the articles of the company

**clear days**- in relation to the period of a notice means 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** - means the registered office of the company

**the seal** - means the common seal of the company

**Secretary** - means the secretary of the company or any other person appointed to perform the duties of the secretary of the company including a joint assistant or deputy secretary

**the United Kingdom** - means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company

## **CONSTITUTION**

1. The company shall consist of Honorary Life Members and Ordinary Members. The number of members with which **Barrowford Show Limited** proposes to be registered is unlimited.
2. The company shall observe the provisions of Section 110 of the Act, and each member of the company shall sign the register of members upon becoming a member.
3. The company is established for the purposes expressed in the Memorandum of Association.

## **OFFICERS OF THE COMPANY**

4. The Officers of the company shall consist of a President, Chairman, Vice Chairman, Show Manager, Honorary Secretary, Honorary Treasurer and such other Officers as may be required and elected at an Annual General Meeting.
5. The officers shall be elected at each Annual General Meeting and shall hold office until the next succeeding Annual General Meeting when they shall retire but shall be eligible for re-election.
6. The First Director (within the meaning of the Act) of the company shall be the Chairman, and the office of Company Secretary shall be held in conjunction with the office of Honorary Treasurer of the association.

## **ELECTION OF MEMBERS**

7. Candidates for ordinary membership of the company shall be nominated by two members of the company, and shall be deemed elected upon approval by a majority of members present and voting at an Ordinary Meeting of the company.
8. Honorary Life Members shall be elected by simple majority at any Ordinary or Extraordinary Meeting of the company.

## **GENERAL MEETINGS**

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The officers of the company may call general meetings and, on the requisition of 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 officers to call a general meeting any director or any member of the company may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

11. 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 day's 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: -

- (a) in the case of an annual general meeting by all the members entitled to attend and vote thereat: and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right

12. 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.

13. 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**

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

15. If such a 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 time and place as the directors may determine.

16. The chairman, of the company or in his absence some other officer nominated by the company shall preside as chairman of the meeting, but if neither the chairman nor such other officer (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman and, if

there is only one member present and willing to act, he shall be chairman.

17. If no member is willing to act as chairman, or if no member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

18. Any officer of the company shall be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of membership of the company.

19. 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.

20. 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 -

- (a) by the chairman, or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

and a demand by a person as proxy for a member shall be the same as a demand by the member.

21. 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.

22. 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.

23. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be 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.

24. 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.

25. 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 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 the 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.

26. 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.

27. A resolution in writing executed by or on behalf of each 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 members.

## **VOTES OF MEMBERS**

28. On a show of hands, every member who (being an individual) is present in person shall have one vote and on a poll every member shall have one vote.

29. 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.

30. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor 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 company may approve)

BARROWFORD SHOW LIMITED

I, \_\_\_\_\_ of \_\_\_\_\_

being a

member of the above-named company, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or failing him,

\_\_\_\_\_ as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held \_\_\_\_\_ 2000 . and at any adjournment thereof.

Signed on \_\_\_\_\_ 2000

32. 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 may

(a) be deposited at the office or at 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 company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll: or
- (c) where the poll is not taken forthwith but is taken not more than 48 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.

33. A vote given or poll demanded by proxy 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 company 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**

34. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

### **POWERS OF OFFICERS**

35. Subject to the provisions of the Act the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the officers referred to in Schedule 4, who may exercise all the powers of the association. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the officers 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 officers by the articles and a meeting of officers at which a quorum is present may exercise all powers exercisable by the officers.

36. The officers may, by power of attorney or otherwise, appoint any person to be the agent of the company 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 OFFICERS POWERS**

37. The officers may delegate any of their powers to any committee consisting of one or more officers. They may also delegate to any member 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 officers may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of officers so far as they are capable of applying.

### **APPOINTMENT AND RETIREMENT OF OFFICERS**

38. At the first annual general meeting all the officers shall retire from office.

39. Any member of the company shall, if present at the annual general meeting, be entitled to be nominated and appointed to any vacant office of the company if a majority of members of the company, present and voting, so decide. Provided that not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the company's register of officers and directors together with notice executed by that person of his willingness to be appointed or re-appointed.

40. 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 company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the company's register of directors.

41. Subject as aforesaid, the company 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.

42. 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 re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

43. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act be re-appointed. If he is not re-appointed, 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**

44. The office of a director shall be vacated if-

- (a) 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
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally: or
- (c) he is, or may be, suffering from mental disorder and either-(i) 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 (ii) 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
- (d) he resigns his office by notice to the company: or
- (e) 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**

45. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

## **DIRECTORS EXPENSES**

46. 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 committees of directors or general meetings or otherwise in connection with the discharge of their duties.

## **DIRECTORS APPOINTMENTS AND INTERESTS**

47. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

48. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested:
- (b) 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 company or in which the company is otherwise -interested: and
- (c) shall not, by reason of his office, be accountable to the company

for any benefit which he derives from any such office or employment or 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.

49. For the purposes of regulation 85-
- (a) a general notice given to the directors that a director is to be regarded as having an interest of 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
  - (b) 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.

#### **DIRECTORS GRATUITIES AND PENSIONS**

50. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### **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. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

52. The quorum for the transaction of the business of the company may

be fixed by the officers and unless so fixed at any other number shall be two.

53. If a question arises at a meeting of officers or of a committee of members as to the right of a member 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 member other than himself shall be final and conclusive.

### **MINUTES**

54. The officers shall cause minutes to be made in books kept for the purpose-

- (a) of all appointments of officers made by the members, and
- (b) of all proceedings at meetings of the company and/or its committees.

### **THE SEAL**

55. The seal shall only be used by the authority of the officers or of a committee of officers authorised by the members. The officers may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the first director and by the secretary.

### **ACCOUNTS**

56. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the officers or by ordinary resolution of the company.

### **NOTICES**

57. 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 officers need not be in writing.

58. The company may give any notice to a member either personally or

by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company 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 member shall be entitled to receive any notice from the company.

59. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

60. 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 48 hours after the envelope containing it was posted.

### **WINDING UP**

61. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, distribute the assets of the company to some other association having similar objects to the objects of the company, and if and so far as effect cannot be given to such provision, then to some charitable object as the company shall sanction.

### **INDEMNITY**

62. Subject to the provisions of the Act but without prejudice to any indemnity to which an officer may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company 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 company.

### CERTIFICATION

I certify that I have read the above Articles of Association and that they are true and correct to the best of my knowledge and belief.



Anthony Dixon, First Director  
23 Appleby Drive, Barrowford  
Nelson, Lancashire, BB9 6EX



Stephen Robert Baldwin, Company Secretary  
26 Duckworth Street Barrowford  
Nelson, Lancashire  
BB9 8PF

Witness



Name ..... DAVID A. P. DIXON .....

Address ..... 23 APPLEBY DRIVE .....

Address ..... BARROWFORD LANCASHIRE BB9 6EX .....

Occupation/qualification.. ~~Justice of the Peace~~... PARAMEDIC

Dated this      Thirty First      Day of      January      Two  
Thousand and Three