

Company Number: 192460

The Companies Act 1985

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

ARTICLES OF ASSOCIATION

of

THE ARABLE GROUP LIMITED¹

(Adopted by Special Resolution passed [24th May] 2006.

1. Preliminary

The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. Interpretation

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:-

“the Act”	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
“The Arable Group Limited”	A company limited by guarantee registered with Companies House under number 192460 and a registered charity under charity number 212059
“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
“co-opted directors”	those directors appointed to the board in accordance with Article 12.7
“the directors”	the elected directors and co-opted directors

¹ Name changed from The Norfolk Agricultural Station to Morley Research Centre by Special Resolution on 5 November 2002. Name changed from Morley Research Centre to The Arable Group Limited by Special Resolution on 1 October 2003.

“elected directors”	for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
“executed”	the directors appointed by the members in accordance with these Articles
“Member”	includes any mode of execution
	the person or body corporate who is admitted as a Member of the Company and any other person that the board shall admit to membership in accordance with Clause 3 and whose name is entered in the Register of Members
"The Morley Agricultural Foundation"	A company limited by guarantee registered with Companies House under number 4172419 and a registered charity under charity number 1097174
“office”	the registered office of the Company
“the seal”	the common seal of the Company (if any)
“secretary”	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”	Great Britain and Northern Ireland

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

3. Members

- 3.1 Such person or body corporate who is admitted to membership as a Member in accordance with these Articles shall be a Member of the Company.
- 3.2 The directors may from time to time admit to membership of the Company such other persons as shall have made application in writing in such form as the directors may prescribe or accept. The directors shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for their decision but nothing in these Articles shall entitle the directors to discriminate in any way between applicants for membership by reason of race, colour, sex or creed.
- 3.3 The directors may determine that different Members shall belong to different categories of membership determined by the directors.
- 3.4 Save for any Member or Members admitted to life membership, who shall not be obliged to pay a subscription, Members shall pay an annual subscription to the funds of the Company at such rates as are from time to time recommended and approved by the directors. New Members' subscriptions shall become due in full without deduction on such member receiving notice of his election and which thereafter for each year commencing on 1 October shall become due on the first day of such fiscal year.
- 3.5 Subject to all moneys presently payable by him to the Company having been paid, a member may at any time withdraw from the Company by giving at least seven clear

days' notice in writing to the Company provided that after such retirement there remain at least two Members. Membership shall not be transferable and shall cease on death.

- 3.6 Any Member who fails to pay his yearly subscription within three months after it becomes due shall ipso facto cease to be a member but shall be eligible for re-admission.
- 3.7 If a receiver is appointed over all or any part of the assets of a Member being a corporate body or any order is made or effective resolution passed for the liquidation of a member being a corporate body otherwise than for the purpose of reconstruction, it shall thereupon cease to be a member of the Company, but the directors shall have power, in their discretion, to reinstate it without entrance fee.
- 3.8 It shall be the duty of the directors, if at any time the board (acting by simple majority vote) shall be of the opinion that the interests of the Company so require, by letter to require any Member to resign from the Company within a time specified in such letter. If such member fails to resign within the period specified in such letter he shall be expelled, withdrawal to submit the question of his expulsion to an extraordinary general meeting to be held within six weeks after the date of such letter. At such meeting the Member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing, and the Members present shall vote for his expulsion, and if such vote is passed he shall thereupon cease to be a member of the Company. The voting at any such extraordinary general meeting shall be by ballot if the Members shall so demand.
- 3.9 A Member expelled from the Company shall not be entitled to any refund of any subscription but the directors may make such refund as in the circumstances it may consider reasonable.

4. General Meetings

- 4.1 The Company 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 notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.2 The directors may call general meetings
- 4.3 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any Member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

5. Notice of general meetings

- 5.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other meetings of the Company shall be called by at least fourteen clear days' notice in writing. 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.

- 5.2 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 profit and loss account, balance sheet, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
- 5.3 Subject to the provisions of these Articles notice of general meetings shall be given to all Members, to all directors and to the auditors.
- 5.4 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act.
- 5.5 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.
- 5.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to any Member in regard to their right to appoint proxies.

6. Proceedings at general meetings

- 6.1 No business shall be transacted at any general meeting unless a quorum of Members is present. A quorum shall consist of two Members present in person or (in the case of a Member being a corporation) by representative.
- If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or such other date, time or place as the directors may by not less than two days' notice appoint, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for holding the meeting such adjourned meeting shall be dissolved.
- 6.2 The chairman of the directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
- 6.3 If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the Member present shall choose one of their number to be chairman of the meeting.
- 6.4 A director shall be entitled to attend and speak at any general meeting.
- 6.5 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 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, seven days' notice of the 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.

6.6 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.

7. Votes of Members

7.1 On a show of hands every Member (being an individual) present in person or (being a corporation) present by a duly authorised representative shall have one vote.

7.2 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.

8. Number of directors

Unless otherwise determined by ordinary resolution the number of directors shall not be less than three nor greater than twelve of whom up to ten shall be elected directors and up to three shall be co-opted directors. The number of elected directors appointed to the board shall at all times exceed the number of co-opted directors.

9. No alternate directors

A director shall not be entitled to appoint an alternate director.

10. Powers of directors

10.1 Subject to the provisions of the Act, the Memorandum of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum of the Company or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 10.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

10.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

10.3 The elected directors shall not be entitled to any remuneration for their services as such, but they shall be entitled to be repaid by the Company all reasonable out of pocket expenses incurred in the execution of their duties as directors.

10.4 Subject to receipt of written consent from the Charity Commissioners, the co-opted directors shall be entitled to receive remuneration for their services subject to any terms and conditions as specified by the Charity Commissioners.

11. Delegation of directors' powers

The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) not being directors invited on to such committee as

the directors think fit provided that the number of invited persons not being directors shall not exceed one half of the total number of members of such committee. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to 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 directors so far as they are capable of applying.

12. Appointment and retirement of directors

- 12.1 At every annual general meeting one-third of the elected directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office.
- 12.2 Subject to the provisions of the Act, the elected directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 12.3 Members holding all of the voting rights in the Company (within the meaning of section 736A(2) of the Act) shall have power at any time, and from to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 8 as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the Member or Members making the same or, in the case of a Member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 12.4 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 12.5 The directors may appoint a person or persons who is willing to act to be an elected director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of elected directors to exceed any number fixed in accordance with these Articles as the maximum number of elected directors. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reappointment but shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 12.6 Subject to the foregoing provisions of these Articles, an elected director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 12.7 The elected directors may appoint a maximum of three co-opted directors to provide specialist or other advice to the board. Subject to receipt of written consent from the Charity Commissioners and to removal from the Company's Memorandum of Association of any restriction on payment of fees to co-opted directors, certain co-opted directors may where authorised by the Board be paid by the Company for certain specialised services. The appointment of all co-opted directors shall be ratified

at each annual general meeting. The co-opted directors shall not be taken into account in determining the directors who are to retire by rotation at the annual general meeting.

13. Disqualification and removal of directors

13.1 The office of a director shall be automatically vacated if:-

13.1.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

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

13.1.3 he is, or may be, suffering from mental disorder and either:-

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

13.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

13.1.3.3 he resigns his office by notice to the board;

13.1.4 as an elected director he ceases to be a member of the company;

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

13.1.6 he is requested in writing by all other directors to resign;

13.1.7 members of the Company in general meeting resolve by ordinary resolution to remove him.

13.2 Each director shall retire from office at the conclusion or adjournment of the annual general meeting next after he attains the age of seventy years, and shall not be eligible for re-appointment at any time.

14. Proceedings of the directors

14.1 Subject to the provisions of these Articles, the directors may regulate their meetings, as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. 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. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.

14.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 11 of which he is a member by means of a conference telephone

or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 14.3 The quorum for the transaction of the business of the directors shall be three of whom a majority must be elected directors.
- 14.4 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors (including the proportion of elected directors) is less than the number fixed as the quorum at Article 14.3, they may act only for the purpose of filling vacancies, or of calling a general meeting.
- 14.5 The directors may annually appoint one of their number who is an elected director to be the chairman of the board of directors and may remove him from that office. The director so appointed shall preside at every meeting of the directors at which he is present. But, if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 14.6 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 11, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 14.7 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 11 shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

15. Secretary

- 15.1 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them; provided always that no director may hold office as secretary where such office is remunerated.
- 15.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

16. Minutes

- 16.1 The directors shall cause minutes to be made in books kept for the purposes:-
- 16.1.1 of recording the names and addresses of all members; and

16.1.2 of all appointments of officers made by the directors; and

16.1.3 of all proceedings at meetings of the Company, of the directors, of the council and of committees constituted pursuant to Article 11 including the names of directors, members and councillors (as appropriate) present at each such meeting.

17. The seal

If the Company has a seal, the seal shall only be used with the authority of the directors or of a committee constituted pursuant to Article 11 which is comprised entirely of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.

18. Accounts

18.1 The directors shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial position of the company and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of accounts with respect to:

18.1.1 All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.

18.1.2 All sales and purchases of goods by the Company.

18.1.3 The assets and liabilities of the Company.

18.2 The books of account shall be kept at the office or (subject to the provisions of section 222 of the Act) at such other place as the directors thinks fit, and shall at all times be open to inspection by the Members thereof. Any member of the company shall, subject to any reasonable restrictions imposed by the Company in general meeting, be entitled on giving not less than two days' previous notice in writing to inspect the books and accounts of the Company during usual office hours.

18.3 The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss account, balance sheets, group accounts (if any) and reports as are required by the Act.

18.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in a general meeting and of the Board's and Auditor's reports shall, at least twenty-one days previously to the meeting, will be made available to every Member whose postal or email address the Company is aware of, who requests them. However in the first instance the Company will only provide a summary of the accounts.

18.5 An auditor or auditors of the Company shall be appointed and his or their duties regulated in accordance with the Act.

18.6 The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be presented to the Company in general meeting and shall be open to inspection by any Member, who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' report in accordance with the Act.

19. Notices

- 19.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 19.2 The Company may give notice to a Member either personally or by sending it by first class post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address, or (if he has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him, but otherwise, no such member shall be entitled to receive any notice from the Company.
- 19.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.
- 19.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. Winding up

Clause 7 of the Memorandum of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

21. Indemnity

- 21.1 In the lawful execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the director or other officer of the Company who is sought to be made liable.
- 21.2 The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director, officer or auditor of the Company insurance against any such liability as is referred in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him for loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor.

22. Rules or bye-laws

- 22.1 The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:-
- 22.1.1 the admission and classification of Members of the Company, and the rights and privileges of such members;
 - 22.1.2 the determination of different categories of membership of the Company, rights and privileges of such categories and the division of members into such categories.
 - 22.1.3 the conduct of members of the Company in relation to one another, and to the Company's servants;
 - 22.1.4 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 22.1.5 the procedure at general meetings and meetings of the directors and committees constituted pursuant to Article 11 in so far as such procedure is not regulated by these Articles;
 - 22.1.6 the order and manner of retirement of board members;
 - 22.1.7 and, generally, all such matters as are commonly the subject matter of such rules; provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Company of the Company or these Articles and provided further that the subscription rates for categories of membership shall not be changed without the approval of members of the Company given in accordance with Article 3;
- 22.2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 22.1 and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 22 which, so long as they shall be in force, shall be binding on all members.