

COMPANIES ACT 1995

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE NATIONAL FARMERS UNION OF SCOTLAND

1. The Name of the Company (hereinafter called "the Company") is "The National Farmers Union of Scotland".
2. The Registered Office of the Company will be in situate in Scotland.
3. The objects for which the Company is established are:-
 - (1) To act as the member body for farmers and other related rural businesses in Scotland and as such member body to undertake and/or pursue the following objects without prejudice to the generality for the above object, namely to:-
 - (a) Encourage the development of the agriculture industry in all aspects in Scotland by whatever means and actions are deemed expedient by the Company and its members;
 - (b) Promote and protect the interests of agriculture principally in Scotland and wherever members interests can be represented and advanced;
 - (c) Assist with the promotion and any schemes and movements designed to help and develop members agricultural businesses or any other aspect of rural life and to promote education and research, whether within the membership or generally, to increase understanding and knowledge about agriculture in Scotland;
 - (d) Undertake and promote any activity which will bring benefit to the members and their agricultural businesses, whether through collective buying or organisation or any other means;
 - (e) Act as a lobbying body and speak authoritatively on behalf of the members in relation to agricultural and rural matters, in order t influence government policy and the contents of legislation whether in Scotland, the United Kingdom, Europe or the World;
 - (f) Support and assist any member or group of members or undertake in its own name, any litigation, arbitration or other proceedings involving a matter of principle which is of general importance to agriculture in Scotland and the interests of members;
 - (g) Undertake any activity which in the opinion of members of the Company will further the above objects.

It is hereby declared that the objects of the Company as specified above shall be separate and distinct objects and shall not in any way be limited by reference to any other paragraph of this Clause or the order in which the same occurs.

- (2) In furtherance of the said objects, but not further or otherwise, the Company shall have the following powers:-

- (a) To establish, finance and manage anywhere in the world and body, association or organisation (whether incorporated or unincorporated) including a subsidiary company to carry out the objects herein set out and to expend the fund of the Company in the furtherance of said objects;
- (b) To establish, promote or encourage the formation of or to affiliate, support or co-operate and exchange information with, any other association, trust, society, firm or body (incorporated or unincorporated) and to liaise, communicate, co-operate or co-ordinate with any public body, local or governmental authority, professional body, association, committee or other organisation in all parts of the world, in furtherance of the objects of the Company;
- (c) Generally to aid and to receive aid from any association, trust, society, firm or body (incorporated or unincorporated) and any public body, local government authority, professional body, association, committee or other organisation as aforesaid in the furtherance of the objects or any of the objects of the Company;
- (d) To act on behalf of employers in setting minimum wages and other terms and conditions of service for agricultural workers in Scotland;
- (e) To purchase, take on feu or lease, hire or otherwise acquire in its own name or otherwise and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, grant securities over, lease, grant licences, servitudes and other rights or privileges over, exchange or otherwise deal with or dispose of any heritable or moveable or real or personal property (including any estate or interest therein);
- (f) To build construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control in whole or in part buildings, premises and sites and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the object of the Company;
- (g) To take any gift or bequest of property whether subject to any trust or not and whether or not the same shall be subject to any liability and (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, lease, call in, convert into money, dispose of, or otherwise deal with all or in any part of the same in such manner as shall further the objects of the Company;
- (h) Generally to obtain, collect or receive any money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated) Government Departments, Public Corporations, Enterprise Agencies and Local Authorities by way of subscription, revenue funding, contractual obligation, donations (including deeds of covenant) and otherwise;
- (i) To borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon such securities, bonds, debentures, bills of exchange, promissory notes or such other obligations as the Company may think fit and to give security for the payment of money or for the performance of any other obligations and liabilities of the Company and to guarantee and/or give security for the payment of money by/or the

performance of obligations of all kinds by any person, body, association, company or organisation, charges or pledges upon all or any part of the undertaking, property and assets (present and future) of the Company in respect of any of the foregoing, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- (j) To invest the monies of the Company not immediately required for its purposes in any investment, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- (k) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with any shares or other securities or any options or rights in respect thereof or interest therein;
- (l) Either with or without security being provided by the recipient to give financial assistance by way of loans, donations, or subscriptions or otherwise to any individual association, association or body (incorporated and unincorporated) for the purpose of furthering the objects of the Company;
- (m) To lend money to and guarantee or provide security (whether by way of cautionary obligation, bond, mortgage, charge or security upon all or any part of the undertaking, property and assets (present and future) or the Company) for any borrowing by or performance of the contracts or obligations of any association, trust, society, firm or body (incorporated or unincorporated) and for the purpose aforesaid to give indemnities, provided such contracts or obligations further the objects of the Company;
- (n) To establish, undertake and execute any trust which may lawfully be undertaken by the Company and are directly ancillary to its objects;
- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable instruments or securities and to operate bank accounts;
- (p) To compile, print, publish or otherwise disseminate or procure the compilation, printing or other dissemination, gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise or to make and issue or otherwise show, films and video tapes or to procure the broadcasting, televising or the making, issuing and showing of films and video tapes in furtherance of the objects of the Company;
- (q) To employ, hire or otherwise obtain the services of and to pay reasonable remuneration to staff, professional advisers and consultants (whether or not they are also members or Directors of the Company) as are considered necessary for the objects of the Company or any of them;
- (r) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants;

- (r) To transfer all or any part of the undertakings, property and rights of the company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate;
 - (s) To subscribe and make contributions to or otherwise support charitable bodies (whether incorporated or unincorporated) and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects;
 - (t) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Company;
 - (u) To do all such lawful things as shall be necessary to further the above objects or any of them.
4. The income and property of the Company however derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Company by way of dividend, bonus or other distribution to the members of the Company provided that nothing herein shall prevent the payment in good faith by the Company of:
- (a) Reasonable and proper remuneration to an officer or employee of or consultant to the Company for services rendered to it;
 - (b) Interest on money lent by a member of the Company at a rate to be set by the Directors but not exceeding the base rate of a UK clearing bank selected by the Directors;
 - (c) Reasonable and proper rent for premises let to the Company by any of its members;
 - (d) Reasonable and proper out of pocket expenses to any Officer, Council Member, Director or Committee or Sub-Committee member of the Company by any of its members;
 - (e) Reasonable and proper payment for goods or services supplied to the Company by any of its members.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves;
7. If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid or distributed among the members of the Company but shall be transferred to some other trust, association, body or bodies (whether incorporated or unincorporated) having objects similar

to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such trust, association, body or bodies (whether incorporated or unincorporated) to be determined by the members of the Company at or before the time of winding up or dissolution and in so far as effect cannot be given to such provision then to some charitable objects.

8. 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the asset and liabilities of the Company; such accounting records shall be open to inspection at all times by any Director of the Company.
- 8.2 The Company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the Company in general meeting.