

Memorandum and Articles of Association

The Companies Act 1929

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

LEATHERHEAD INTERNATIONAL LIMITED

Incorporated the 12th day of April 1946

Reprinted 1952 as amended by Special
Resolution passed 30th April 1952
2nd Reprint 1963 as amended by Special
Resolution passed 8th May 1963
3rd Reprint 1974 as amended by Special
Resolution passed 15th May 1974
4th Reprint 1988 as amended by Special
Resolution passed 18th May 1988
5th Reprint 1993 as amended by Special
Resolution passed 20th May 1993
6th Reprint 1995 as amended by Special
Resolution passed 23rd November 1995
7th Reprint 1998 as amended by Special
Resolution passed 19th May 1998
8th Reprint 2009 as amended by Special
Resolution passed 21 January 2009

Secretary and Registered Office:

RANDALLS ROAD,
LEATHERHEAD, SURREY KT227RY

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CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No. 408301

The Registrar of Companies for England and Wales hereby certifies that

**BRITISH FOOD MANUFACTURING INDUSTRIES RESEARCH
ASSOCIATION (THE)**

having by special resolution changed its name, is now incorporated
under the name of

LEATHERHEAD INTERNATIONAL LIMITED

Given at Companies House, Cardiff, the 23rd June 1998

A L TURNER
For the Registrar of Companies



COMPANIES HOUSE

HC006A

Company Limited by Guarantee and not having a Capital divided into Shares

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

LEATHERHEAD INTERNATIONAL LIMITED

Incorporated 12th day of April 1946

Leatherhead Food International is a wholly owned subsidiary of
Leatherhead International Ltd

Leatherhead Food Research is a trading name of Leatherhead
Food International Ltd

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

of

LEATHERHEAD INTERNATIONAL LIMITED

- I. The name of the Company (hereinafter called "the Association") is "LEATHERHEAD INTERNATIONAL LIMITED".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are
 - (A) To undertake and promote research and other scientific or technological work in connection with the food manufacturing, processing, preserving or preparing trade or industry and other trades and industries allied therewith or accessory thereto, and for that purpose to establish, form, equip, and maintain laboratories, lecture rooms, demonstration centres, workshops and factories, and to conduct and carry on experiments, and to provide funds for such work, and for payment to any person or persons engaged in research and scientific work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the same trades or industries.
 - (B) To prepare, edit, print, publish, issue, acquire and circulate books, software, papers, periodicals, gazettes, circulars and other literary undertakings or other means of communication (including films), treating of or bearing upon the said trades or industries or any of them, and to establish, form and maintain museums, collections, libraries and collections of literature, statistics, scientific data and other information relating to the said trades or industries or any of them, or to matters of interest to the staff and members thereof, and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, collection and publication by Parliament, Government Departments and other bodies or persons, of any such literature, statistics and information, and to disseminate the same by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.
 - (C) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Association, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of students in research work, or persons engaged in studying the principles involved in any of the said trades or industries or connected therewith, whether in the laboratories of the Association or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students and also for persons engaged in studying the principles involved in any of the said trades or industries or connected therewith, paying due regard to the provision of instruction by existing institutions.

- (D) To encourage the discovery of, and investigate and make known the nature and merits of inventions, improvements, processes, materials and designs which may seem capable of being used for any of the purposes of the said trades or industries or any of them, and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by members of the Association and others, upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (E) To apply to the Government, public bodies, urban, local, municipal, county and other bodies, corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance with a view to promoting the objects of the Association, and to discuss and negotiate with Government Departments, public and other bodies, corporations, companies or persons, schemes of research and other work and matters within the objects of the Association, and to conform to any proper conditions upon which such grants and other payments may be made.
- (F) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist the research work of any associations and institutions and other bodies incorporated or not incorporated whose objects include scientific or industrial research, and in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist in such association, institution or other body.
- (G) To establish, maintain, control and manage branches and sections of the Association in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and sections, and, when thought fit, to dissolve and modify the same.
- (H) To undertake and execute any trusts which may be conducive to any of the objects of the Association.
- (I) To carry out any of the above-mentioned research or other scientific or technological work and to do all or any of the above-mentioned things, whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular member or group of members of the Association or others, and, in the case of such work, to make such arrangements as to special payment by such member or group of members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such member or group of members or others as may be expedient.

- (J) To borrow or raise any money that may be required by the Association, upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or other transferable instruments.
- (L) To invest the moneys of the Association not immediately required in anyone or more of the modes of investment for the time being authorised by law for the investment of trust fund moneys or to place on deposit at interest in such manner as may from time to time be determined 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.
- (M) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Association, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Association, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association.
- (N) To pay all expenses, preliminary or incidental, to the formation of the Association and its registration.
- (O) To use the funds of the Association in the employment of persons of learning or skill and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Association for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of products employed in any of the said trades or industries.
- (P) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to food manufacture, or the said trades or industries or likely to be useful thereto, and to establish and maintain information services for the benefit of members of the Association or others.
- (Q) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and amenities calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (R) To procure the Association to be registered or recognised in any part of the European Union and Commonwealth or in any foreign country or place.
- (5) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided that

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association 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 Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association 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 directors of the Association 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 directors have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association, and no portion thereof shall be paid, transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, or for any material, labour, plant or power supplied for the purpose of the Association's business, nor prevent the payment of interest at an appropriate rate on money lent, or payment of a reasonable and proper rent for premises demised or let to the Association by any member.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or Articles of Association for the time being in force so that the Association ceases to comply with the requirements of sub-section (3) of Section 30 of the Companies Act, 1985.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association 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 for payment of the debts and liabilities of the Association 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 amongst themselves, such amount as may be required not exceeding £5.
8. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their

members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association, and if and so far as effect cannot be given to the foregoing provisions then to some body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the 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

G.R. HARDING, 30 Stormont Road, Highgate, N.6.	Company Director.
H.H. P A YNE, 19 Queen Elizabeth Street, London, S.E.1.	Director.
H.O. BARRA TT, Hailey Hall, Hertford	Director.
JAMES A. SAINSBURY, Stamford House, Stamford Street, Blackfriars	Director.
W.B. CHIVERS, Huntingdon Road, Cambridge	Company Director.
A. ERNEST BURDETT, Vividon Austenwood Common, Gerrards Cross, Bucks	Company Director.
REX COOPER, "Cherry Garth", Westmead, S.W.15.	Chartered Accountant.

Dated the 18th day of March, 1946

Witness to the above Signatures
T.A.H. SYCAMORE, 57 Catherine Place,
London, S.W.11. Secretary

ARTICLES OF ASSOCIATION
of
LEATHERHEAD INTERNATIONAL LIMITED

(Adopted by Special Resolution passed on 21st January 2009)

INTERPRETATION

1 In these Articles:

"the Act"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
"the Articles"	means these Articles of Association.
"the Board"	means the board of directors of the Association.
"the Association"	means Leatherhead International Limited.
"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 Association.
"the seal"	means the common seal of the Association.
"secretary"	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, 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 Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

MEMBERS

- 2 For the purpose of registration the number of members of the Association was declared to be 500, but the limit upon the number of members has since been increased to 1,000 and the directors may register a further increase in the number of members whenever and as often as they think fit.
- 3 The Association is established for the purposes expressed in the Memorandum of Association.
- 4 Subject as hereinafter mentioned it shall rest with the directors to determine the terms and conditions on which members shall from time to time be admitted to the Association.

- 5 The membership of the Association shall consist of persons and corporate bodies who are
- (A) food manufacturers, processors or preservers or preparers of food of any class or description and corporations carrying on business as food manufacturers, processors or preservers or preparers of food who shall be elected as members of the Association as hereinafter provided; or
 - (B) not being food manufacturers or preservers or preparers of food, are proprietors or part proprietors of a business carrying on the distribution of such goods or carrying on the manufacture or marketing of machinery appliances, accessories, materials or services which other members might employ; or are scientific workers or otherwise connected with or likely to assist in the development of the said trades or industries, and who shall be elected as members of the Association as hereinafter provided; or
 - (C) honorary members, being persons whether entitled or not to become members under the above provisions and nominated for honorary membership by the directors for special services or for special cause and elected at a General Meeting. Honorary members shall be entitled to such of the privileges and benefits of the Association as the directors may from time to time determine but without power to vote at any General Meeting. Honorary members shall be deemed not to be members for the purposes of the Act; or
 - (D) associate members, being persons whether or not entitled to become members under the above provisions, nominated for associate membership by the directors or with the authority of the directors from time to time. An Associate member shall be entitled to such of the privileges and benefits of the Association as the directors may from time to time determine but without power to vote at any General Meeting. Associate members shall be deemed not to be members for the purposes of the Act.
- 6 No firm or other unincorporated association may as such become a member of the Association, but if any such firm or association should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 7. The firm or other unincorporated association shall deposit with the directors the nomination of such applicant for membership and shall give all information that may be reasonably required by the directors regarding such applicant.
- 7 A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the directors, nominate another representative in his place. Upon receipt by the directors of any such revocation, such member shall ipso facto cease to act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the directors, be and become the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
- 8 All nominations and revocations mentioned in Articles 6 and 7 shall be in writing, signed in the case of a firm by all its members or one of its partners duly authorised in that behalf, and in the case of any other unincorporated association by its secretary or authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the directors in writing full particulars of the nature of the firm or

association and its places of business, and of the names, nationality and private address of each partner or member thereof, and all such further particulars as the directors shall require, and thereafter shall give such particulars when and as often as may be required by the directors. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the directors, who if they do not approve such change shall be entitled (without prejudice to Article 14) to give notice in writing to the member representing such firm or association to terminate his membership and to withdraw from the Association, and shall at the same time return a due proportion of such member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

- 9 A corporation, being a member, shall nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such a representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Association and vote thereat and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative and nominate another representative in his place. All such nominations and revocations shall be intimated in writing.
- 10 Any director or Secretary of a corporation which is a member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Association without any right of voting thereat, but the members present at any meeting may exclude any such persons who are not members from such meeting by a resolution passed by a majority of the members present and entitled to vote and no special notice shall be required before the consideration of such resolution.
- 11 No person or corporation shall be admitted to membership of the Association unless an application for membership shall have been signed by him or it or on his or its behalf setting out such particulars as the directors shall require.
- 12 The directors shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Association.
- 13 Any member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year of the Association, and on paying with such notice any unpaid subscription for the current year, and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such financial year. In default of such notice being so given, a member shall be liable to pay the subscription for the ensuing year.
- 14 Upon the retirement of any member by notice as stated in Article 13, the member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.
- 15 Any member may be removed from the Association by a resolution of the directors passed by the majority of at least three-fourths of the directors present and voting at a meeting of the directors of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question, and to all directors. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the directors at the meeting. On a member being removed, the directors

shall return the due proportion of such member's current subscription having regard to the unexpired period for which it is paid.

- 16 The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscription which the member shall have undertaken to pay or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

- 17 Every member of the Association shall be bound
- (A) To pay to the Association such entrance fee (if any) and such annual subscriptions as shall from time to time be fixed by the directors. Honorary members shall not be called upon to pay any subscriptions. All payments shall be made at the times, in the manner and subject to the conditions set out in the bye-laws of the Association in force at the date of such payments.
 - (B) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Association for the time being in force.
 - (C) To treat and to require his employees to treat all information obtained by virtue of membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a member of the Association without the written consent of the directors and to continue to abide by this provision in the event of his ceasing to be a member. Any breach of this condition shall empower the directors by the procedure laid down in Article 15 to remove from the Association the member concerned, but removal in such circumstances shall, notwithstanding the provisions of Article 15, not release such member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of membership a member or person claiming under a member shall have no right or claim against the Association or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Association.

GENERAL MEETINGS

- 18 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Association may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 19 All 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 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 of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

The notice shall be given to all the members and to the directors and auditors.

- 20 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

- 21 No business shall be transacted at any meeting unless a quorum is present. Five 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.
- 22 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.
- 23 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one
- 24 of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 25 If no director is willing to act as chairman, or if no director 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.
- 26 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 27 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.
- 28 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.

- 29 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.
- 30 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 results of a show of hands declared before the demand was made.
- 31 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.
- 32 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.
- 33 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.
- 34 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.
- 35 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

- 36 On a show of hands every ordinary member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 37 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.
- 38 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 directors may approve)

"I/We, , of
 , being a member/members
 of the above-named Association,

hereby appoint of
or failing him, of
as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Association to be held on
..... 20, and at any adjournment thereof.

Signed on 20 “

- 39 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy 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 directors may approve).

"I/We, , of
..... , being a member/members
of the above-named Association,
hereby appoint of
or failing him, of
as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Association to be held on
..... 20, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1	*for	*against
Resolution No. 2	*for	*against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20 “

- 40 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 Association 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.

- 41 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Association 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

- 42 Unless otherwise determined by ordinary resolution, the numbers of directors shall not be less than 3 nor more than 12 (other than alternate directors).

ALTERNATE DIRECTORS

- 43 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 44 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 45 An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by, him which was in force immediately prior to his retirement shall continue after his reappointment.
- 46 Any appointment or removal of an alternate director shall be by notice to the Association signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 47 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

- 48 Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed

by the directors 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 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 shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

- 49 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association 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 DIRECTORS' POWERS

- 50 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director 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 directors 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 directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 51 One-third of the non-executive directors shall be subject to retirement by rotation annually, at the first meeting of the Board in any calendar year or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one non-executive director who is subject to retirement by rotation, he shall retire.
- 52 Subject to the provisions of the Act, the non-executive directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed as non-executive directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 53 If the Board at the meeting at which a non-executive director retires by rotation, does not fill the vacancy the retiring non-executive director shall, if so willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 54 A non-executive director shall not be entitled to vote or count in the quorum of the meeting which he is to retire.
- 55 No person shall be appointed a director at any general meeting unless
- (a) he is recommended by the directors; or
 - (b) 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 Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- 56 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 who is recommended by the directors for appointment as a

director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors.

- 57 Subject as aforesaid, the Association 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.
- 58 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 other fixed by or in accordance with the Articles as the maximum number of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 59 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 Association; 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

- 60 The amount of any fees payable to directors shall be determined by the directors. Any director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of the remuneration related to the period during which he has held office.
- 61 Any director who holds any executive office (including for this purpose the office of Chairman whether or not such office is held in an executive capacity), or who serves on any committee or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such remuneration by way of salary, commission or otherwise as the directors may determine.

DIRECTORS' EXPENSES

- 62 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 separate meetings of the holders of any class of shares

or of debentures of the Association or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

63 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 Association and may enter into an agreement or arrangement with any director for his employment by the Association 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 Association. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

64 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 Association or in which the Association 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 Association or in which the Association is otherwise interested; and

shall not, by reason of his office, be accountable to the Association 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.

65 For the purpose of Article 63

- (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' POWERS TO AUTHORISE CONFLICTS OF INTEREST

66 The Board may, in accordance with the requirements set out in Articles 66 to 73, authorise any matter proposed to them by any director which would, if not so authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest ("**Conflicts**").

67 Any authorisation under Article 65 will be effective only if:

- (a) the matter in question shall have been proposed by any director for consideration at a Board meeting in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- (b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

- (c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

68 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the Board may determine;
- (c) be terminated or varied by the Board at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

69 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Association and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

- (a) disclose such information to the directors or to any director or other officer or employee of the Association; or
- (b) use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

70 Where the Board authorises a Conflict it may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:

- (a) is excluded from discussions (whether at meetings of directors or otherwise) relating to the Conflict;
- (b) is not given any documents or other information relating to the Conflict; and/or
- (c) may or may not vote (or may or may not be counted in the quorum) at any future Board meeting in relation to any resolution relating to the Conflict.

71 Where the Board authorises a Conflict:

- (a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict; and
- (b) the director will not infringe any duty he owes to the Association by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

72 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Board or by the Association in a general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

73 The appointment of a director as trustee of any retirement benefits scheme ("**Trustee**") which is in any way connected to or for the benefit of the Association or its employees or

officers shall not be deemed a Conflict and shall neither oblige such director to resign as director of the Association nor as Trustee for the purposes of section 175 of the Act.

DIRECTORS' GRATUITIES AND PENSIONS

- 74 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 Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association 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 provisions of any such benefit.

PROCEEDINGS OF DIRECTORS

- 75 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.
- 76 The quorum necessary for the transaction of the business of the directors shall be two including at least one non-executive director and one executive director. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 77 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 78 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of 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.
- 79 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that 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.
- 80 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 81 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he

has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association, or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been registered, or is conditional upon being registered, by HM Revenue and Customs.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Association), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 82 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 83 The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 84 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 85 If a question arises at a meeting of directors or of a committee of directors as to the right of a director 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 director other than himself shall be final and conclusive.

SECRETARY

- 86 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.

MINUTES

- 87 The directors shall cause minutes to be made in books kept for the purpose

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Association and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

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

ACCOUNTS

- 89 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association.

NOTICES

- 90 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 directors need not be in writing.
- 91 The Association 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. A member whose registered address is not within the United Kingdom and who gives to the Association 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 Association.
- 92 A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 93 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.

INDEMNITY

- 94 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association will be indemnified out of the assets of the Association 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 Association.
- 95 The directors shall have power to purchase and maintain for any director, officer or auditor of the Association insurance against liability as is referred to in section 233 of the Act.

