

THE COMPANIES ACTS 1985 and 2006

ARTICLES OF ASSOCIATION

THE NATIONAL ASSOCIATION OF MASTER BAKERS LIMITED
trading as “The Craft Bakers Association”

GISBY HARRISON
GOFFS OAK HOUSE
GOFFS OAK
CHESHUNT
HERTS
EN7 5HG
Tel: 01707 878300
www.gisbyharrison.co.uk

ARTICLES OF ASSOCIATION

of

THE NATIONAL ASSOCIATION OF MASTER BAKERS LIMITED
trading as “The Craft Bakers Association”

A PRIVATE COMPANY

LIMITED BY GUARANTEE

incorporated under

THE COMPANIES ACTS 1985 and 1989

ADOPTED BY SPECIAL RESOLUTION DATED
2014

23rd May

1. **DEFINITIONS AND INTERPRETATION**

1.1 In these Articles, the words and expressions below shall have the following meanings unless the context requires otherwise:

“the Act”	means the Companies Act 2006;
“Articles”	means these articles of association constituted by the following regulations together with any duly authorised amendments or alterations from time to time, and the term “Article” shall be a reference to a regulation contained in these Articles;
“Benevolent Fund”	means The National Association of Master Bakers Confectioners and Caterers Benevolent Fund, a registered charity under registered number 206691;
“Board”	means the Board of Directors of the Company from time to time;
“Category One Member”	shall have the meaning ascribed to it in Article 8 of these Articles and “Category One Membership” shall be construed accordingly;
“Category Two Member”	shall have the meaning ascribed to it in Article 8 of these Articles and “Category Two Membership” shall be construed accordingly;
“Category Three Member”	shall have the meaning ascribed to it in Article 8 of these Articles and “Category

	Three Membership” shall be construed accordingly;
“Category Four Member”	shall have the meaning ascribed to it in Article 8 of these Articles and “Category Four Membership” shall be construed accordingly;
“Chairman”	means the Director elected as Chairman of the Company;
“Director”	means a director of the Company or any alternate director duly appointed in accordance with these Articles;
“Education Fund”	means The National Association of Master Bakers Education Fund, a registered charity under registered number 313254;
“the Funds”	means the Education Fund and the Benevolent Fund;
“Member”	means a person registered as a member in the Register of Members of the Company and “Members” shall be construed accordingly;
“NAMB Association”	means the unincorporated association of The National Association of Master Bakers trading as “The Craft Bakers Association” (“NAMB”);
“President”	means the Director appointed as national or regional President to the Company (as appropriate), in accordance with these Articles;
“Regulation”	means a regulation contained in Table A;
“Region”	means an area or territory of England and Wales geographically described by the Board. For organisational purposes and so to assist in the carrying out of the objects of the Company, England and Wales shall be divided into nine separate regions or such other number as the Board shall decide;
“Regional Annual General Meeting”	means an annual meeting of the Members of a Region or such Members as shall be in attendance at such a meeting;
“Regional Meeting”	means a meeting of the Members of a Region or such Members as shall be in attendance at such a meeting;
“Table A”	means Table A of the Companies (Tables A to F) Regulations 1985, S11985/805, as amended;

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| “Trustees” | means the trustees for the time being of the Funds appointed in accordance with these Articles; |
| “Working Day” | means Monday to Friday, inclusive, but excluding any local, public or statutory holiday. |
- 1.2 Words importing the singular include the plural and vice versa.
 - 1.3 Words importing a particular gender include any gender.
 - 1.4 References to a “person” include any natural person, or any legal person, body or organisation, incorporated or unincorporated, and any other person.
 - 1.5 The headings in these Articles are for convenience only and shall not affect the construction of the Articles.
 - 1.6 Reference to a time of day shall be construed as the time in the United Kingdom expressed in terms of the twenty-four hour clock.
 - 1.7 Words and expressions defined in the Act shall bear the same meanings in these Articles, excluding any statutory modification to those defined terms, not in force at the date of these Articles become binding on the Company.

TABLE A

2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 2 to 35 (inclusive), 38,41,53,54,55,57,59,64 to 69 (inclusive), 73 to 81 (inclusive) 83,89,90,94,95,101,102 to 108 (inclusive), 110 and 114 to 118 (inclusive) shall not apply to the Company.
4. The Regulations shall be amended as follows:
 - 4.1 in Regulation 1, the definition of “the holder” shall be omitted;
 - 4.2 in Regulation 44, by the deletion of the words: “and at any separate meeting of the holders of any class of shares in the Company”;
 - 4.3 in Regulation 46, by the deletion of the second sentence which comprises the whole of the remainder of that Regulation and by the substitution, in its place, of the following sentence:

“A poll may be demanded at any general meeting by the chairman or by any member entitled to vote at that meeting, present in person, or if a corporation, by its duly authorised representative”;
 - 4.4 in Regulation 72, by the insertion after the first sentence, of the following sentence:

“Any committee of directors shall have the power, unless the directors specify otherwise, to appoint as a member or as members of the committee any person or persons who are not directors of the company”;
 - 4.5 in Regulation 82, by the addition of the following sentences: “Such

remuneration shall be divided amongst the directors in such proportions and manner as the directors may unanimously determine, or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine”;

- 4.6 in Regulation 100(b), by the deletion of the words: “of the holders of any class of shares in the company” and by the deletion of all the words appearing after the phrase: “committees of directors”;
- 4.7 in Regulation 112, by the deletion of the first and second sentences;
- 4.8 in Regulation 113, by the deletion of the words: “or of the holders of any class of shares in the Company”.

MEMBERS

- 5. Persons admitted to membership in accordance with these Articles shall be Members. No person shall be admitted as a Member unless that person is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors may require.
- 6. A Member may withdraw from the Company at any time by giving at least twenty eight Working Days notice to the Company. Membership shall not be transferable and shall cease on death or on withdrawal.
- 7. The Board may require the relevant Region to satisfy the Board that the candidate for membership is qualified as specified in these Articles. The decision of the Board as to the qualification for category of membership shall be final and binding.
- 8. There shall be four categories of Members:

CATEGORY ONE MEMBERS: Full Membership

The qualification for Category One Member shall be conditional upon such person having active day-to-day association with and/or control of a business which for this purpose means a business or other establishment which is engaged in -

- (a) the production of bread, flour confectionery and/or savoury products (or any one or more of them) for commercial disposal by wholesale, retail or catering;
or
- (b) the wholesaling, retailing or catering of bakery products.

Provided that in respect of any such business, whether or not carried on in separate branches and establishments or through separate companies, if there shall be more than one Category One Member by virtue of such business they together shall have only one vote on any matter at any meeting of the Company or any Regional Meeting whether in person or by proxy which vote shall be exercised in such manner as they together or a majority of such Category One Members may decide.

Such Members shall be recorded in the register of Members in the trading or registered name and address of the business.

CATEGORY TWO MEMBERS: Industry Supporter

The qualification for Category Two Member shall be conditional upon such person:

- (a) being engaged in a business associated with the bakery trade including retailing of bakery products, or engaged in food manufacturing or processing similar to baking; or
- (b) being in allied trades or in businesses as having other connections with the bakery trade; or
- (c) in relation to allied trades or businesses, having other connections with the bakery trade.

Such Members shall be recorded in the register of Members in the trading or registered name and address of the business.

CATEGORY THREE MEMBERS: Retired Persons

The qualification for Category Three Member shall be conditional on such person having retired temporarily or permanently from the bakery trade or its allied trades who previously held Category One Membership or Category Two Membership or who has been an ordinary member of the NAMB Association.

CATEGORY FOUR MEMBERS: Honorary Life Members

The qualification for Category Four Member shall be conditional upon such person having served the office of President of the NAMB Association or the Company or has in the opinion of the Company or Board rendered such special or valuable services to the NAMB Association, the Company or the bakery trade. Honorary Life Membership is appropriated to the person, not their spouse or their business.

SUBSCRIPTIONS

9. All members, except Category Four Members, shall pay an annual subscription which shall become payable on 1st January or on such other date as the Board shall decide. The subscription for each category of membership shall be determined by the Board before the commencement of the calendar year to which they relate. Members shall be given notice of any change in the rate of subscription at least one month before the beginning of the year in which it is to take effect. For new Members admitted after the Annual General Meeting of the Company in any year, only such proportion, as the Board may determine, of the subscription for that year shall be payable. No Member shall be entitled to a return of the whole or any part of subscription which he has paid. Nothing in this Article shall prevent the Company acting through the Board from altering the subscription rates or any of them during the course of a calendar year; nor prohibit the Board or any Region from submitting a request to Members for voluntary contributions towards any special nominated activity being consistent with the objects of the Company.

EXPULSION OF MEMBER

10. The Board shall have the power to withdraw the membership of any Member at such date as the Board shall determine if:
 - 10.1 in the absolute opinion of the Board the Member shall have misconducted himself in such a way as to bring discredit upon the Company or any of its Members or the bakery trade; or
 - 10.2 the Member shall have failed to pay the subscription due or any

instalment thereof after two requests for payment have been made, such requests for payment having been submitted at intervals of not less than one month.

11. If a determination is to be made by the Board in accordance with Article 10.1 the Board shall first be required to give notice to the Member of the Meeting of the Board at which the proposition for the Member's expulsion is to be moved and of his right to be heard in his defence. Pending the hearing of any defence which the Member desires to present, he may be suspended from membership. The meeting of the Board shall take place not later than two months after the date on which the report of the alleged misconduct had been notified to the Board or the Chairman or President. The decision of the Board shall be final and binding. If a Member shall be suspended for any reason, such Member shall not be entitled to have notice of nor attend or vote at any meetings of the Company (including any Regional Meetings or Regional Annual General Meetings).

REGIONAL ORGANISATION

12. For organisational purposes and so to assist in the carrying out of the objects of the Company, England and Wales shall be divided into regions which shall be geographically defined by the Board and may be subsequently amalgamated, subdivided or otherwise altered geographically by them after consultation with the Members in the Regions concerned. Consultation shall take place at the Regional Annual General Meetings of the Regions concerned. Regional Annual General Meetings shall take place at least one month before Annual General Meetings of the Company.
13. In each Region, meetings, one of which is to be the Regional Annual General Meeting, shall be held at a centre to be determined by the Board.
14. The Company shall, by consultation with the Regions, pay for approved operations within the Regions. The decision of the Board as to what constitutes an approved operation shall be final and binding. Notwithstanding, it shall be competent for a Region subject to approval of the Board to request from the Members within its area (or any section of them) any voluntary contribution considered expedient by the Region for any extra-budgeted activity; the Company shall not take responsibility nor be liable for, nor be empowered to demand account of such financial transactions.
15. Regions may adopt Regional Rules and By-Laws as necessary to comply with, and promote the objects of the Company. No Regional Rule or Regional By-Law shall be adopted or altered unless it has first been approved by the Board.
16. Any meetings of the Regions including a Regional Annual General Meeting, may be held by postal ballots, to be taken in such manner as the President of the Region shall prescribe, and in the absence of a Regional President, as the Chairman of the Board shall prescribe. The result of any postal ballot shall be declared by the President of the Region within 1 month of it becoming known to him in such manner as he deems to be appropriate. A simple majority of the Members voting shall prevail.

PROCEEDINGS AT GENERAL MEETINGS

17. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case it shall stand adjourned to such day and at such time and place as the Directors determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

18. The quorum at a general meeting of the Company shall be not less than twenty Category One Members having the right to attend and vote at the meeting of which at least one Category One Member from at least five of the Regions (or if the Regions shall be divided into a number other than nine, from such number of the Regions as shall constitute a majority of the regions) must be represented at such meeting.
19. A resolution in writing signed by all the Members who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in materially the same form, each signed by one or more of the Members. In the case of a corporation which is a Member of the Company, a signature by a director or its secretary or by a duly appointed and authorised attorney or representative shall be sufficient. In the case of a sole proprietor, firm or partnership which is a Member of the Company, a signature of the proprietor or a partner shall be sufficient.
20. It shall not be necessary for any written resolution passed in terms of the preceding Article to be referred to or approved by the Company's auditors and it shall be effective on the date it is signed by all the relevant Members or where there are several documents, on the date the last such Member signs the resolution.

VOTING RIGHTS OF MEMBERS

21. Only Category One Members and qualifying Category Four Members (qualification being that it is conditional upon such person having active day to day association and/or control of a business which for this purpose means a business or other establishments which is/are engaged in a) the production of bread, flour confectionery and/or savoury products (or any one of more of them) for commercial disposal by wholesale, retail or catering; or b) the wholesaling, retailing or catering of bakery products) shall have the right to vote at any general meeting of the Company. Each Category One Member and each qualifying Category Four Member shall have one vote at any general meeting of the Company subject to the limitations in Article 8. At any Regional Meeting (including any Regional Annual General Meeting) only Category One Members and qualifying Category Four Members whose address in the Company's register of Members lies within that Region shall have the right to vote. Each such Category One Member and each qualifying Category Four Member shall have one vote at any meeting of that Region, subject to the limitations in Article 8. Any Member, if approved by the Board, may elect to be registered in a Region other than that in which his business (or home address in the case of an individual Member) is situated, and to elect to vote at meetings only in the Region in which he is so registered. Except in the case of election of the Directors, voting shall be by a show of hands. In the case of an equality of votes, the chairman of any meeting of the Company, or of a Region shall have a second or casting vote.

The Category Two Members and Category Three Members and non-qualifying Category Four Members shall not be entitled to vote at any meetings of the Company or at any Regional Meetings but shall be entitled to receive notice of and attend at such meetings.

Fifty Category One Members or Category One Members constituting at least one-tenth of the total Category One Members entitled to receive notice of, attend and vote at general meetings of the Company shall have the right to require the Board to call an Extraordinary General Meeting of the Company.

NUMBER OF DIRECTORS

22. Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall be subject to a maximum of nine and the minimum number of

directors shall be seven plus a Director serving as the President of the NAMB Association. As and when necessary the Board shall appoint the President.

APPOINTMENT AND RETIREMENT OF DIRECTORS

23. The Directors shall be appointed by postal ballot, to be taken in such manner as the then current Chief Executive Officer prescribes, or in the absence of a Chief Executive Officer, as the then current Chairman of the Board may prescribe. The result of any postal ballot shall be declared by the President within 1 month of it becoming known to him in such manner as he deems appropriate or at the Annual General Meeting, whichever is sooner. A simple majority of the Members voting shall prevail.
24. No more than three Directors may come from any one Region. In the event of more than three nominations for the office of Director from any one Region, then a Regional Meeting (which nominated the said Directors) shall be held by postal ballot in accordance with the provisions of Article 16 in order to appoint not more than three Directors.
25. Subject to Article 36, the Board shall determine which of the Directors appointed at each Annual General Meeting of the Company shall be required to retire. Notwithstanding this, Directors shall hold office for a maximum period of 3 years and three of the Directors shall retire by rotation and three shall be reappointed in accordance with these Articles. At every other Annual General Meeting of the Company the President shall retire from office. However, the said Past President and the newly appointed President-Elect may attend Board Meetings as observers. Subject to these Articles only the Category One Members and the Category Four Members shall have the right to appoint or reappoint or dismiss a Director.
26. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if 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.
27. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:-
 - 27.1 he is recommended by the Directors; or,
 - 27.2 not less than fourteen nor more than twenty-eight clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting and seconded by another member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed.
28. No person shall be a Director unless he has been a Category One Member for at least three consecutive years. For this purpose a Category One Member shall be deemed to have been such for 3 consecutive years if he was an ordinary member of the NAMB Association and in aggregating the number of years as an ordinary member of the NAMB Association with the number of years as a Category One Member, the number of consecutive years shall be not less than three.
29. Subject to the aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional Director.

30. The Directors may appoint any person who is willing to act as a Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the following Annual General Meeting of the Company. If not reappointed at such Annual General Meeting of the Company, he shall vacate office at the conclusion thereof.
- 30 A. Subject to compliance with article 30, the Directors may by unanimous vote appoint any person who is not a Member or who is not qualified to be a Member, as an additional Director provided that such appointee possesses expertise applicable to any project or matter on which the board may be working from time to time and which expertise is not possessed by any existing Director. Such an appointment will not be contrary to the requirements of articles 28 and 31 provided the conditions for appointment are complied with in full.
31. A Director who has retired from full time business activities is not eligible to be appointed as a Director. If a Director retires from full time business activities while in holding office, his office as a Director shall be vacated on the date of the next Annual General Meeting following his or her retirement. For the purposes of this article 31, a person shall be deemed to retire from full time business activities if he or she is no longer involved in the day to day running full time of his or her business.

DIRECTORS' EXPENSES

32. The Directors may repay to any Director, including any alternate Director, all reasonable expenses as that Director may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or otherwise in or about the business of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside any ordinary duties as a Director, the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration, by way of salary, commission, participation in profits or otherwise as may be approved.

PROCEEDINGS OF DIRECTORS

33. A sole Director shall have and may exercise all the powers of, and the full authority conferred on, the Directors in terms of these Articles, and all references to the Directors in the Articles and Regulations shall be construed accordingly. The quorum for the transaction of the business of the Directors shall be a minimum of five. Meetings of the Directors shall occur bi-monthly or, if the Board shall resolve, less frequently.
34. Any Director, may participate in a meeting of the Directors or a committee of Directors by means of a conference telephone or other conference communication facility by which all persons participating in the meeting can hear and speak with each other. Participation in a meeting in this manner shall be deemed to constitute the presence of a Director in person at such meeting, entitling him to be counted in the quorum and to vote accordingly. A telephone conference meeting shall be deemed held at the place where the largest number of Directors is present, or, where there is no such gathering, where the Chairman is present.
35. Subject to such disclosure as is required by the Regulations, or the Act, a Director shall be entitled to vote at, and be counted in the quorum of, a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which the Director has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

36. The Board may by resolution of the Board from time to time change the name of the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

37. The office of Director shall be vacated if:-
- 36.1.1 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
 - 36.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally or is incapable of paying his debts as they fall due; or
 - 36.1.3 he resigns his office by notice in writing to the Company; or
 - 36.1.4 he is removed from office under Section 168 of the Act or by Extraordinary Resolution of the Company; or
 - 36.1.5 he is removed from office by notice in writing signed, or authorised by all the other Directors and duly served upon him; or
 - 36.1.6 he ceases to be a Category One Member; or
 - 36.1.7 he shall have been absent without permission of the Board from meetings of the Board for three out of five consecutive meetings and the Board shall resolve that his office be vacated.

APPOINTMENT AND REMOVAL OF TRUSTEES

38. The Board may by a resolution of the Board appoint and dismiss the Trustees. The number of Trustees shall not exceed four.
39. A Trustee appointed by the Board or already appointed shall hold office for a period not exceeding four years from the date of such appointment or, if earlier, until death or resignation or removal from office by resolution of the Board at which it is decided to remove such Trustee from office.
40. A Trustee on retiring from full time business activities (as defined in article 31) shall resign not later than the next Annual General Meeting following his retirement.
41. The provisions of the Trustee Act 1925 (as amended, modified or re-enacted from time to time) shall, save to the extent modified by these Articles, apply to any appointment of a Trustee.
42. Any appointment of a Trustee shall be made by deed executed on behalf of the Company by any two Directors or any Director and the Secretary of the Company.

COMMITTEES

43. The Board shall be entitled to appoint committees and to delegate specific tasks to such committees including but not limited to any financial, organisational or other matters.
44. The constitution of a committee appointed by the Board shall be decided on by the Board at the time of the appointment.

THE SEAL

45. The Company shall not have a seal.

NOTICES

46. Any notice to be given to any person under these Articles shall be given in legible written form by facsimile ("fax"), by electronic mail ("e-mail"), by first class recorded delivery or registered post ("post") or by delivery including courier delivery ("delivery"), to the contact address last notified to the sender. Any notice served shall be deemed to have been received as follows:
- 46.1 in the case of fax: one hour after the time of despatch of the fax, evidenced by the relevant completed transmission report;
 - 46.2 In the case of e-mail by written confirmation of service by the addressee.
 - 46.3 in the case of post: thirty-six hours from midnight (24.00 hrs) on the date of posting, evidenced by the relevant proof of posting;
 - 46.4 in the case of delivery: thirty minutes after delivery to the addressee's address;
 - 46.5 except where the day of receipt of such a notice is not a Working Day at the place of delivery or is a Working Day but delivery is deemed to occur after 18.00 hours on that day, in either of which events, notice shall be deemed to be received at 9.30 hours on the next Working Day.

INDEMNITY

47. Subject to the provisions of the Act and, in particular, section 310 of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, alternate Director, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by that officer in the execution or discharge of that officer's duties or in the exercise of that officer's powers or otherwise in connection with that officer's office including, without prejudice to the foregoing generality, any liability incurred by that officer in defending any proceedings, whether civil or criminal, in which judgement is given in that officer's favour, or in which that officer is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on that officer's part, or in connection with any application in which relief is granted to that officer by any court from liability in respect of any act or omission done or alleged to have been done as an officer or employee of the Company.

INSURANCE

48. The Directors shall be entitled to purchase and maintain insurance for the benefit of any persons who are or have at any time been Directors, officers or employees of the Company or any Company which is its holding Company or its subsidiary.

GOVERNING LAW

49. These Articles shall be governed by, and construed in accordance with, the Law of England.