

THE COMPANIES ACTS 1948 TO 2006

**COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL**

NEW ARTICLES OF ASSOCIATION

of

UK FASHION & TEXTILE ASSOCIATION LIMITED

(Adopted by special resolution passed on 21st May 2015)

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

2006 Act	the Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force;
Articles	these articles of association of the Company;
Associate Criteria	has the meaning ascribed to it in Article 2.2;
Associate Member	has the meaning ascribed to it in Article 2.2;
Federation Member	has the meaning ascribed to it in Article 2.3;
Board	means the Board of Directors for the time being of the Company;
Chairman	means the chairman for the time being and from time to time of the Company;
Company Member	has the meaning ascribed to it in Article 2.4;
Director	means a director of the Company, and includes any person occupying the position of director, by whatever means called;
Chief Executive	means the officer of the Company having that title appointed by the Board under the provisions of Article 23;
Industry	has the meaning ascribed to it by the Memorandum of Association of the

	Company;
Members	means Associate Members, Federation Members, Company Members and Individual Members;
Officers	means the office holders so defined in Article 16;
Ordinary Resolution	has the meaning given in section 282 of the 2006 Act;
Product Sectors	has the meaning ascribed to it in Article 12;
Proxy Notice	has the meaning ascribed to it in Article 10.1;
Representative	means a Member appointed by an unincorporated federation to act on its behalf, as provided in Article 2.3.1;
Seal	means the common seal of the Company;
Secretary	means the secretary of the Company;
Special Resolution	has the meaning given in section 283 of the 2006 Act;
Subscriptions	means subscriptions paid or payable by Members in respect of their membership of the Company as provided for under the provisions of Article 5;
Table A	Table A in the Companies (Tables A-F Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No. 2) Regulation 2007 (SI 2007/2826) and as otherwise amended prior to the adoption of these Articles;
Table C	Table C in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No. 2) Regulation 2007 (SI 2007/2826) and as otherwise amended prior

to the adoption of these Articles;

Treasurer means the officer of the Company having that title appointed by the Board under the provisions of Article 23;

United Kingdom means Great Britain and Northern Ireland; and

Voting Member means a Member who is a Company Member or an Federation Member who, in any such case, shall be entitled to vote under the provisions of these Articles.

1.2 The regulations contained in or incorporated in Table C shall apply to the Company save insofar as they are excluded or varied or are inconsistent herewith. Such regulations (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the articles of association of the Company.

1.3 In addition to those Regulations of Table A which are excluded by Table C, Regulations 65-69 (inclusive), 76-83 (inclusive), 87, 89-90 (inclusive) of Table A shall not apply to the Company.

1.4 Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

1.5 Unless the context otherwise requires, words or expressions contained in these Articles shall have the same meaning as in the 2006 Act.

2 MEMBERSHIP

2.1 The membership of the Company shall comprise Associate Members, Federation Members, Company Members and Individual Members and all other persons, companies and incorporated or unincorporated federations interested, working or engaged in any industries similar to the Industry to which the Board shall resolve to extend, the membership from time to time.

2.2 **Associate Members** shall comprise those incorporated or unincorporated bodies who apply to become accepted as members under Article 3.1 who meet the Associate Criteria. The Associate Criteria are that such candidates are engaged in such trades, industries, education or occupations ancillary to or related to the Industry as a whole as the Board shall prescribe for Associate Membership from time to time.

2.3 **Federation Members** shall comprise those representative bodies including both incorporated and unincorporated federations ("**Federations**") who apply to become accepted as members under Article 3.1 who are engaged in the Industry. Federation Membership is subject to the following provisions:

2.3.1 A Federation may only become a Member by nominating a person that is one of its members or one of its Officers (the "**Representative**") to act as its

representative, apply in its behalf for membership, sign any application form as the federation's representative and exercise the rights of membership on the federation's behalf. Every Representative so applying for membership shall, if admitted to membership be subject to the same byelaws, rules and regulations concerning admission and otherwise and have the same rights and be subject to the same liabilities as any other Member, subject, however, to the provisions of Article 2.3.2. The Federation shall give notice to the Company of the appointment of the Representative and shall give all information that may reasonably be required by the Board regarding such Representative.

2.3.2 A Federation which has appointed a Representative under Article 2.3.1 may from time to time by notice in writing to the Company revoke the appointment and, subject to the consent of the Board, appoint another Representative who is also one of its members in his place. Upon receipt by the Company of any such notice of removal, the Representative shall thereupon cease to be a Member and to be entitled to be recognised as the Representative of such federation. Any Representative appointed in his place shall, if duly approved by the Board, be and become a Member in the place of the Representative so removed.

2.3.3 Each Federation shall at the date of each nomination of a Representative give to the Board in writing:

- (a) full particulars of the nature of the Federation and its places of business; and
- (b) all such further particulars as the Board shall require

and thereafter shall give such particulars when and as often as may be required by the Board. Any change in the constitution or nature of such federation or in the status of any of its members shall be immediately notified in writing to the Board, who if they do not approve such change shall be entitled (without prejudice to Article 4) to give notice in writing to the Representative of such federation to terminate his membership of the Company. The Company 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. Thereupon such Representative shall cease to act or be entitled or recognised as a member, and such unincorporated federation as aforesaid shall have no further right to nominate a member to act as its Representative.

2.4 **Company Members** comprise any corporate entities engaged in the Industry whose annual turnover in the United Kingdom, consolidated with the annual United Kingdom turnover of its subsidiary undertakings (the "**UK Turnover**"), shall be in excess of a figure to be determined by the Board from time to time. Notwithstanding the provisions of this Article 2.4, the Board shall have the discretion to:

2.4.1 allow the membership of a Company Member to continue where its UK Turnover of a Company Member falls below the specified annual turnover levels; and

2.4.2 to admit to membership as Company Members such bodies which do not meet the specified UK Turnover levels but whom in the opinion of the Board acting in accordance with guidelines to be established in the Board's discretion, are of sufficient standing to merit the status of Company Member.

2.5 Individual Members comprise those individuals who meet the criteria to be determined by the Board from time to time.

3 BECOMING A MEMBER

No person shall become a Member of the Company unless:

3.1 that Federation, Company or Individual has submitted a duly signed application for membership in a form approved by the Board;

3.2 the Board has approved the application; and

3.3 the Company has received the Subscription (if any) due from the Member.

4 CESSATION OF MEMBERSHIP

4.1 A Member may withdraw from membership of the company by giving not less than six months' notice to the Company in writing.

4.2 The notice shall be accompanied by a payment of all that Member's arrears of Subscription and any amount unpaid in respect of his Subscription for the whole of the year in which the withdrawal takes effect. A notice not accompanied by such a payment is void and without effect.

4.3 Membership is not transferable.

4.4 An Individual Member's membership terminates automatically when that person dies or ceases to exist.

4.5 In addition, a Member may be removed from the Company by a resolution of the Board if it:

4.5.1 it fails to pay any Subscription in full within the later of three months of its falling due or ten working days of notice from the Company of its intention to invoke this Article; or

4.5.2 it goes into liquidation or an administrator or receiver is appointed over its assets; or

4.5.3 not being a corporation, it becomes bankrupt or makes any arrangement or composition with his creditors generally; or

4.5.4 it differs publicly from or acts in a manner inconsistent with a position taken by the Board in respect of a matter concerning the Industry; or

4.5.5 its constitution or objects cease to be compatible in the opinion of the Board with the aims of the Company.

4.6 A Member removed under Article 4.5 shall not be entitled to repayment of any part of its Subscription paid in respect of the year in which its removal takes effect.

5 **SUBSCRIPTIONS**

5.1 Each Member shall pay by way of annual Subscription such amounts (if any) as may be determined from time to time by the Board in respect of each class of Member provided that the Board shall be entitled in its absolute discretion to charge different amounts (if any) by way of subscriptions for different classes of Members whether on the basis of scales or otherwise.

5.2 The Board shall from time to time determine the time or times and manner of payment of Subscriptions. Members shall comply with the Board's directions in this regard.

5.3 Applicants for membership shall pay their first Subscription (if any) on election.

5.4 If after the commencement of any financial year of the Company any Member shall fail to pay any Subscription after the due date and within 10 working days after being given notice so to do in writing, neither the Member nor, if the Member is a company or a Representative, any officer, partner, manager or employee of that company or unincorporated federation shall be entitled to attend General Meetings of the Company and pending payment in full of all outstanding Subscriptions, any such Member shall be disenfranchised and all its rights and privileges of membership shall be suspended.

5.5 A Member who ceases to be a Member by reason of non payment of Subscriptions may be removed pursuant to Article 4.5, but such removal shall be without prejudice to such Member's continuing liability to pay the amount of all outstanding Subscriptions due.

6 **ANNUAL GENERAL MEETING**

The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice convening the meeting. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

7 **NOTICE OF GENERAL MEETINGS**

7.1 An Annual General Meeting and all meetings called for the passing of a special resolution shall be convened by at least fourteen days' notice in writing.

7.2 The notice shall specify the day and hour of the meeting and the general nature of the business to be transacted. In the case of a resolution to be proposed as a Special Resolution, the notice shall set out the text of the proposed resolution. Each Member is entitled to written notice of every meeting of the Company, at such address as the Member may inform the Directors of from time to time.

7.3 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly convened if so agreed in writing by 95% of the Voting Members entitled to attend thereat.

7.4 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.

8 PROCEEDINGS AT GENERAL MEETINGS

8.1 No business shall be transacted at any General Meeting unless a quorum is present. 10 Voting Members present in person or by their duly authorised representatives or proxies shall constitute a quorum.

8.2 If such a quorum is not present within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place (or to such other day and at such other time and place as all the members may agree in writing). If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting, any members present in person or by proxy shall be a quorum.

8.3 The Chairman of the Company or in his absence the Deputy Chairman or in their absence some other member of the Board nominated by the Board shall preside as Chairman at every General Meeting, but if neither the Chairman, the Deputy Chairman nor such other member of the Board (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the members of the Board present shall elect one of their number to be Chairman and, if there is only one member of the Board present and willing to act, he shall be Chairman.

8.4 If no member of the Board is willing to act as Chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the Members' representatives present and entitled to vote shall choose one of their number to be Chairman.

8.5 Each member of the Board shall be entitled to attend and speak at any General Meeting.

8.6 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, 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 such notice.

8.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is demanded by any Members present in person or by proxy. Regulation 46 of Table A shall be amended accordingly.

8.8 Save in the case of manifest error, 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.

8.9 In the case of an equality of votes the Chairman shall be entitled to a casting vote in addition to any other votes he may have.

8.10 Subject to the provisions of the 2006 Act, 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 of the Members.

9 **VOTES OF MEMBERS**

9.1 Every Voting Member present in person or by proxy shall each have one vote.

9.2 Associate Members and Individual Members shall have no votes although they may attend and speak at General Meetings.

9.3 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is demanded by any Members present in person or by proxy. Regulation 46 of Table A shall be amended accordingly.

10 **CONTENT OF PROXY NOTICES**

10.1 Proxies may only validly be appointed by a notice in writing (a "**Proxy Notice**") which:

10.1.1 states the name and address of the Member appointing the proxy;

10.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;

10.1.3 is executed by or on behalf of the Member appointing the proxy; and

10.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

10.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

10.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

10.4 Unless a proxy notice indicates otherwise, it must be treated as:

10.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

10.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

11 DELIVERY OF PROXY NOTICES

- 11.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 11.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 11.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

12 PRODUCT SECTORS

- 12.1 The Company shall establish Product Sectors to consider and to represent the interests of Members for such separate categories of products of the Industry as the Board shall from time to time deem appropriate. The Board shall be entitled to create or dissolve Product Sectors from time to time and to add to or remove from any Product Sector any product of the Industry.
- 12.2 The Board may in any particular case and on any terms which they deem appropriate agree with an Associate Member that he shall be an associate member of a particular Product Sector whether or not he is otherwise entitled to be a member of that Product Sector.
- 12.3 The Board shall have power to make regulations from time to time in respect of all matters affecting or pertaining to Product Sectors and their administration and shall be entitled to decide all matters concerning the operation and administration of those Product Sectors. Without limiting the foregoing, such regulations may govern:
 - 12.3.1 the admission of persons to membership of the Product Sector;
 - 12.3.2 the rights and obligations of such members;
 - 12.3.3 the powers, functions and procedures, including regulation of meetings, of Product Sectors;
 - 12.3.4 the setting up of, representation or members on, constitution of and powers, functions and procedures, including their meetings, of Product Sector Committees;
 - 12.3.5 the voting rights of members of Product Sectors; and
 - 12.3.6 the terms upon which any entrance fee or subscription for membership of any Product Sector may from time to time be chargeable.

No regulations made by the Board under this Article shall be inconsistent with any other provisions of these Articles.

13 **DIRECTORS**

13.1 The number of Directors shall be not fewer than two but (unless otherwise determined by Ordinary Resolution) shall not be more than twelve.

14 **APPOINTMENT OF DIRECTORS**

14.1 The Board may comprise, in each case if appointed:

14.1.1 the Chief Executive, appointed in accordance with Article 14.2.1;

14.1.2 two Directors being Representatives of the Federation Members appointed upon the recommendation of the Board in accordance with Article 14.3;

14.1.3 seven Directors elected by the Members upon the recommendation of the Board and appointed in accordance with Article 14.3; and

14.1.4 two Directors co-opted by the Board themselves (**Co-Opted Directors**) and appointed in accordance with Article 14.2.2.

14.2 The Board shall have the power at any time:

14.2.1 to appoint the Chief Executive to act as a Director and remove the Chief Executive from his office as a Director;

14.2.2 to co-opt up to two persons who are willing to be a Director to act as a Co-Opted Director and to remove any such Co-Opted Director from his office as a Director; and

14.2.3 notwithstanding Article 14.1, to appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional Director, subject to the limits on the number of Directors set out in Article 13.1.

14.3 The Board shall recommend to the Federation Members and/or Members (as applicable) persons to be approved as Directors under Articles 14.1.2 and 14.1.3 by the Federation Members and/or Members (as applicable) and notify the Members of any such new recommendations for appointment upon convening an Annual General Meeting of the Company. The Federation Members shall have the power to appoint the Representatives recommended by the Board pursuant to Article 14.1.2 at an Annual General Meeting, if such Representatives are willing to act as such. The Members shall have the power to appoint the persons recommended by the Board pursuant to Article 14.1.3 at an Annual General Meeting, if they are willing to act as a Director. Those Members entitled to vote on any resolutions of Federation Members and/or Members under this Article 14.3 will be made in accordance with Article 9 (votes of members).

14.4 All Directors shall be entitled to receive notice of all General Meetings of the Company and to attend and speak at such meetings.

14.5 The Company may in General Meeting appoint and remove a Director under the 2006 Act but subject always to the provisions of these Articles, in particular (but not limited to) the limits set out in Article 13.1. Those Members entitled to vote on any resolutions of Members under this Article 14.5 will be made in accordance with Article 9 (votes of members).

14.6 The Board may appoint one or more advisers or persons to attend, in a non-voting advisory role only, each and any meeting of the Board and of each and any committee of the Directors and in each case to remove any such persons so appointed.

15 **TERM OF OFFICE, RETIREMENT AND RE-ELECTION OF DIRECTORS**

15.1 Subject to Articles 15.4 and 15.6, all Directors appointed by Federation Members and Members under Article 14.3 must at least every third Annual General Meeting following their initial appointment as a Director retire from office. Any Director so retiring may offer himself for re-election for a further three years, commencing from the date of the relevant Annual General Meeting at which he is reappointed.

15.2 Subject to Article 15.6, all Co-Opted Directors must retire from office at each Annual General Meeting. Any Co-Opted Director so retiring may be reappointed by the Board pursuant to Article 14.2.2 immediately following such Annual General Meeting.

15.3 Subject to Article 15.6, any Director appointed by the Board in accordance with Article 14.2.3 must retire at the Annual General Meeting following their initial appointment but may, unless otherwise agreed by the Board at its discretion and subject to Article 13.1, offer themselves for re-election by the Members pursuant to Article 14.3 at such Annual General Meeting.

15.4 The maximum period of tenure for Directors is as follows:

15.4.1 for the Director who is Chairman, six years in his capacity as Chairman in addition to his maximum tenure as a Director under Article 15.4.4;

15.4.2 for the Director who is Chief Executive, six years in his capacity as Chief Executive unless otherwise resolved by the Board;

15.4.3 for Co-Opted Directors, up to the sixth Annual General meeting following their initial appointment as a Director unless otherwise resolved by the Members; and

15.4.4 for any other Director, up to the sixth Annual General Meeting following their initial appointment as a Director.

15.5 When convening each Annual General Meeting following the adoption of these Articles, the Board shall select one third of their number appointed by the Federation Members and Members under Article 14.3 to retire from office at such Annual General Meeting and such retiring Directors may unless otherwise agreed by the Board at its discretion, offer themselves for re-election at such Annual General Meeting. Those Directors so retiring shall include any Directors appointed by the Federation Members and Members under Article 14.3 who have not retired by rotation in the previous three years.

15.6 For the purposes of calculating a Directors' initial appointment and/or period of tenure as a Director under these Articles and for the purposes of determining those Directors to retire under Article 15:

15.6.1 if any Director retires at an Annual General Meeting and is subsequently reappointed as a Director at that Annual General Meeting pursuant to Article 15, such Director's term of office before and after such reappointment shall be treated as continuous; and

15.6.2 a Directors' term of office or period of tenure shall be deemed to commence on:

(a) in the case of any Director appointed as at 15 May 2014, 15 May 2014;

(b) in the case of any Director appointed between 15 May 2014 and the date of adoption of these Articles, the date of adoption of these Articles; and

(c) subject to Articles 15.6.2(a) and 15.6.2(b):

(i) in the case of any Director initially appointed pursuant to Article 14.2.3 by the Board, the date of the Annual General Meeting following their initial appointment at which they are re-elected, if applicable, pursuant to Article 15.3;

(ii) in the case of any Director initially appointed pursuant to Article 14.4 by the Federation Members and/or Members, the date of the Annual General Meeting at which they were initially appointed as a Director;

(iii) in the case of any Co-Opted Director, if initially appointed pursuant to Article 14.2.2 between the dates of any consecutive Annual General Meetings of the Company, the date of the Annual General Meeting following their initial appointment as a Director;

(iv) in the case of any Director appointed pursuant to Article 14.2.1 (Chief Executive), if initially appointed pursuant to Article 14.2.1 between the dates of any consecutive Annual General Meetings of the Company, the date of the Annual General Meeting following their initial appointment as a Director; and

(v) in the case of any Director initially appointed pursuant to Article 14.5, the date of the Annual General Meeting upon which they were initially appointed as a Director.

16 **CHAIRMAN, DEPUTY CHAIRMAN AND HONORARY TREASURER OF THE BOARD**

16.1 At a meeting of the Board immediately prior to the Company's Annual General Meeting, the Board may (subject to the approval of their continued appointment as Directors at the subsequent Annual General Meeting of the Company by the Members and/or Board, if relevant) elect one of the members of the Board to act jointly as a Chairman and an

Honourary Treasurer, and may elect a maximum of two of the members of the Board as Deputy Chairmen (collectively, the “**Officers**”), and in each case determine the period for which they are to hold office (subject to Article 15.4.1), which shall in any case terminate upon each Officer’s retirement and removal as a Director pursuant to Article 15 or termination of their office in accordance with Article 17. Where any Officer vacates office, the Board may elect to fill such vacancy from existing members of the Board or a Director appointed pursuant to Article 14.2.3.

17 **DISQUALIFICATION**

17.1 A Director or Officer shall cease to hold office if he:

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

17.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or

17.1.3 resigns his office by notice in writing to the Company (but only if at least the number of Directors required under Article 13.1 will remain in office when the notice of resignation is to take effect); or

17.1.4 if he ceases to be a Director by virtue of any provision of the 2006 Act or he otherwise becomes prohibited by law from being a Director.

18 **POWERS OF DIRECTORS**

Subject to the provisions of the 2006 Act, the Memorandum, these Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

19 **DELEGATION OF BOARD'S POWERS**

The Board may delegate any of its powers to any committee consisting of one or more members of the Board and/or representatives of Federation Members, Company Members, Associate Members and Individual Members in their capacity as experts. It may also delegate to the Chief Executive such of its powers as it considers desirable to be exercised by them either solely or jointly. Any such delegation may be made subject to any conditions the Board 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 the Board so far as they are capable of applying.

20 **PROCEEDINGS OF THE BOARD**

- 20.1 Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. Any two members of the Board may, and the Secretary at the request of any two members of the Board, may call a meeting of the Board.
- 20.2 The Board of Directors shall meet at least four times per annum.
- 20.3 Questions arising at a meeting shall be decided by a majority of votes.
- 20.4 In case of an equality of votes, the Chairman shall have a second or casting vote.
- 20.5 Every member of Board shall be entitled to receive particulars of the general nature of the business to be considered at a Board meeting sufficient to enable a representative member of the Board to consult with and ascertain the views of his appointing member on the subjects for discussion.
- 20.6 The quorum necessary for the transaction of the business of the Board shall be six.
- 20.7 Unless he is unable to do so, the Chairman shall preside at every meeting of the Board at which he is present. If the Chairman is unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the members of the Board present may appoint one of their number to be the chairman of the meeting.
- 20.8 All acts done by a meeting of the Directors or of a committee of members of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board 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 been entitled to vote.
- 20.9 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board 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 the Board duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 20.10 No expenses shall be paid to the Directors, with the exception of employees of the Company, for attendance at and travelling to Board meetings.

21 **PRESIDENT**

The Board may appoint an Honorary President of the Company to hold office for such period as the Board may think fit. Such President shall be entitled to attend and speak at any Annual General Meeting of the Company, but, unless otherwise qualified as a Member of the Company shall not be a member of the Company nor have the right to attend or vote at any Board Meetings. It shall not be necessary for any President to have any special qualification for office, either by way of subscription, donation or otherwise.

22 **HONORARY VICE PRESIDENTS**

The Board may appoint such number of Honorary Vice Presidents of the Board to hold office for such period as the Board may think fit. Such Honorary Vice Presidents shall be entitled to attend and speak at any Annual General Meeting of the Company but unless otherwise qualified as a member of the Board, shall not be counted as members of the Board for the purposes of constituting a quorum for a Meeting of the Board nor shall they have the right to attend or vote at any such meeting.

23 **CHIEF EXECUTIVE/ TREASURER / SECRETARY/ EXECUTIVE OFFICERS**

The Board shall appoint a Chief Executive, a Treasurer and Secretary and such further executive officers and employees as it shall think fit for such term, and upon such conditions as it may think fit, and any officer so appointed may be removed by it. The Secretary and such executive officers or employees may be invited to Board meetings at the Chairman's discretion.

24 **MINUTES**

The Board shall cause minutes to be made in books kept for the purpose:

- 24.1 of all appointments of officers made by the Board; and
- 24.2 of all proceedings at meetings of the Company, and of the Board, and of committees of the Board including Product Sectors, including the names of the members of the Board or committee present at each such meeting.

25 **BORROWING POWERS**

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

26 **STATEMENT OF INTENT**

- 26.1 Neither a Member nor a Director shall differ publicly from, or act in a manner contrary to, or inconsistent with, any decision of the Board.
- 26.2 A Director shall not issue a statement or comment publicly on any item which it is known or ought to have been known by that Director to be under review at a forthcoming Board Meeting.

27 **THE SEAL**

- 27.1 If the Company has a Seal it shall only be used by the authority of the Board or of a committee of members of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Directors or a Director and the Secretary. Regulation 101 of Table A shall not apply to the Company.

27.2 The Company may exercise the powers conferred by section 39 of the 2006 Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

28 **ACCOUNTS**

Accounts shall be prepared in accordance with the provisions of Part 15 of the 2006 Act.

29 **NOTICES**

29.1 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.

29.2 The Company may give any notice to a Member:

29.3 by leaving it or sending it by prepaid recorded delivery letter sent through the post;

29.4 by facsimile or using electronic communications provided a copy of any such notice shall be sent within 24 hours by first class post or courier to the registered address.

29.5 A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

29.6 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

29.7 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 forty-eight hours after the envelope containing it was posted.

29.8 A notice shall be deemed to have been received when given, if delivered personally. If delivered by facsimile or electronic communications shall be deemed to have been served on the next business day.

30 **PROTECTION FROM LIABILITY**

For the purposes of this Article a "**Liability**" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply the Directors shall have power to purchase and maintain for any Director of the Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company) insurance against any Liability.

31 **WINDING UP**

If upon the winding up or dissolution of the Company, 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 Company, but shall be given or transferred to some other institution or institutions, to be determined by the Members of the Company at or before the time of dissolution, and if any so far as effect cannot be given to the aforesaid provision; then to some charitable object.