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**ARTICLES OF ASSOCIATION
of
MPMA LIMITED
(Company Number: 01407232)**

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THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

MPMA Limited (the "Association")

(Company Number: 01407232)

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

"Articles" means the Association's articles of association.

"Associate Membership" has the meaning give in article 4.3(a).

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

"Chairman" has the meaning given in article 11.1.

"chairperson of the meeting" has the meaning given in article 7.5.

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Association.

"Council" has the meaning given in article 11.1.

"Councillors" has the meaning given in article 11.3.

"Deputy Chairman" has the meaning given in article 11.1.

"director" means a director of the Association, and includes any person occupying the position of director, by whatever name called.

"document" includes, unless otherwise specified, any document sent or supplied in electronic form.

"electronic form" has the meaning given in section 1168 of the Companies Act 2006.

"Full Membership" has the meaning given in article 4.2.

"Honorary Membership" has the meaning given in article 4.4(a).

"Honorary Treasurer" has the meaning given in article 11.1

"member" has the meaning given in section 112 of the Companies Act 2006.

"Memorandum of Association" means the memorandum of association of the Association.

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006.

"participate", in relation to a directors' meeting, has the meaning given in article 13.4.

"proxy notice" has the meaning given in article 9.1.

"Secretariat" has the meaning given in article 19.2.

"special resolution" has the meaning given in section 283 of the Companies Act 2006.

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006.

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words and expressions contained in these Articles shall bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6 Any word following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 OBJECT AND POWERS

- 2.1 The objectives of the Company are:
 - (a) To promote and protect by all lawful means the interests of persons, firms or companies in the United Kingdom of Great Britain and Northern Ireland and the Republic of Ireland engaged in the manufacture of lightweight metal containers or parts thereof or in any ancillary trade engaged in the preparation or finishing of the parts or materials incorporated therein and to promote the development of techniques and practise and the optimum organisation, development and efficiency of the fabrication and sealing systems, plant, materials, skills, trades and labour entailed therein.

- (b) To take over the whole or any of the assets and liabilities of the unincorporated association known as the "The Metal Packaging Manufacturers Association" and to carry on all or any of the objects and undertakings of such Association.
- (c) To foster and develop standards generally in the trade and watch over and protect the interests of persons, firms and companies engaged therein.
- (d) To retain or employ professional or technical advisers or workers in connection with the activities of the Association and to pay reasonable and proper fees for their services, and to offer consultative facilities to members with or without charge.
- (e) To collect and disseminate statistical and other information for the use and benefit of members.
- (f) To conduct trade enquiries and to distribute among the members information on all matters affecting the trade, and to print, publish, edit, issue and circulate such papers, reports, periodicals, books and other publications including details of developments in various systems, specification, and codes of practice, as may seem conducive to any of these objects; to provide, hire or otherwise acquire buildings, rooms and other facilities for the holding of seminars, symposiums, conferences, general and committee meetings, arbitration meetings, sales of property and other like meetings and transactions.
- (g) To conduct, hold and promote (either solely or jointly with others), or assist in the conduct, holding and promotion of conferences, shows exhibitions, competitions, connected with the trade or any section thereof, and to give and contribute towards prizes, cups, stakes and other rewards.
- (h) To take any gift of property whether to any special trust or not for any one or more of the objects of the Association.
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objectives, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (j) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (k) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (l) To borrow and raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (m) To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may from time to time be determined.

- (n) To support and aid any other councils, associations, societies or institutions which may serve directly or indirectly any of the interests of the Association.
- (o) To amalgamate with any associations, companies, councils, societies or institutions having objects altogether or in part similar or allied to those of the Association.
- (p) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, companies, councils, societies or institutions with which this Association is authorised to amalgamate.
- (q) To transfer all or any other the property, assets, liabilities and engagements of the Association to any one or more of the associations, companies, councils, societies or institutions with which this Association is authorised to amalgamate.
- (r) To purchase and sell in bulk or otherwise materials and articles for the benefit and use of members of the trade; to hold patents, to act as agents for and introduce business to fire, accident, burglary, theft, third-party, indemnity and general insurance offices.
- (s) To promote and form other companies for all or any of the objects mentioned in this Section or any extension thereof, and to transfer to any such company all or any of the property of this Association and to take or otherwise acquire and hold shares, debentures or other securities of any such company and to subsidise or otherwise assist any such company.
- (t) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

2.2 It is hereby expressly declared that each of the preceding sub-articles shall be construed independently of and shall in no way be limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Association.

2.3 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.

2.4 The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a trade union.

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

- 2.6 Provided that nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Council in return for any services actually rendered to the Association nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Association.

3 LIABILITY OF MEMBERS

- 3.1 The liability of each member is limited to £100, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for:
- (a) payment of the Association's debts and liabilities contracted before he/she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.
- 3.2 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 transferred to some other institution or institutions having objects similar to the objects of the Association, such institution or institutions to be determined by resolution of the members at, or before, the time of dissolution, and if and so far as effect cannot be given to such provision, then to any charitable object.

4 MEMBERSHIP

- 4.1 Membership of the Association may be Full Membership, Associate Membership or Honorary Membership as defined by articles 4.2, 4.3 and 4.4 hereof respectively.

4.2 Full Membership

Any person, firm, partnership or company carrying on business in the United Kingdom, Northern Ireland or the Republic of Ireland and engaged wholly or partly in:

- (a) the manufacture of all types of metal containers and/or components thereof, from rolled sheet, coil or strip metals; and/or
- (b) the manufacture of all types of metal closures; and/or
- (c) metal printing, varnishing or lacquering; and/or
- (d) other work in preparing sheet, coil or strip in conjunction with any of the above operations,

and who agree to accept the aims and regulations of the Association and observe its rules as set out in these Articles, shall be eligible for full membership ("**Full Membership**").

4.3 Associate Membership

- (a) Any person, firm, partnership or company carrying on business anywhere in the world having interests related but not identical to those defined for Full Membership and who agree to accept the aims and regulations of the Association and observe its rules as set out in these Articles, shall be eligible for associate membership ("**Associate Membership**").
- (b) Each member with Associate Membership shall be entitled to engage in such activities of the Association and on such terms as the Council shall from time to time decide.

4.4 **Honorary Membership**

- (a) The Council shall have power to elect, for such period as they may direct, honorary membership to any person who in the Council's opinion has rendered distinguished service to the Association and its industry ("**Honorary Membership**").
- (b) Each member with Honorary Membership shall be entitled to all privileges of Full Membership, save that they shall not be eligible for election to the Council, any committees or as an officer of the Association, nor shall they have the right to vote at general meetings of the Association.

4.5 **Unincorporated Firms and Corporate Members**

- (a) Where it is desired to obtain admission to membership of the Association in respect of an unincorporated firm, a single individual only shall be admitted to membership who shall be a partner or senior employee of the firm nominated in writing by the partners. Any such firm whose nominee has been admitted to membership of the Association may from time to time, with approval of the Council, substitute another such nominee and such substitute shall thereupon become a member of the Association in place of the previous nominee.
- (b) A member of the Association being a body corporate may in writing nominate as its representative one of its directors or its secretary or such other person as it may think fit, who shall have the right on behalf of such corporate member to attend meetings of the Association and vote thereat subject to as provided in these Articles. Any person so nominated may be appointed to the Council and/or any committee or office of the Association. Such corporate member may from time to time revoke the nomination of such representative and appoint another in his place.

4.6 **Subsidiaries and Associated Companies**

- (a) A member of the Association being a body corporate:
 - (i) having one or more subsidiary companies engaged in activities qualifying for membership of the Association;
 - (ii) being in relation to another company so engaged, a subsidiary company; or
 - (iii) being otherwise associated with another company so engaged,

shall together with such other company or companies be deemed to be one member of the Association and shall be entitled to one vote at general meetings of the Association and to receive one set of communications and benefits to one address.

- (b) In this article a company shall be deemed to be an associate of another member if it is:
 - (i) a company in respect of which that other member possesses power to appoint, remove or procure the appointment or removal of one or more directors directly or indirectly; or
 - (ii) a company in which at least 25% of the share capital carrying rights of participation in profits or assets is owned beneficially by that other member and/or its subsidiaries.
- (c) On the request of a member or prospective member and at the discretion of the Council, any subsidiary or associated company having separate identity may be elected an individual member of the Association with all the rights and obligations attaching thereto.

4.7 Applications for Membership

Applications for membership in each class shall be submitted to the Secretariat for consideration. The Secretariat has the right to accept applicants without Council approval. Where necessary, at the discretion of the Secretariat, the Secretariat shall apprise the Council by email or at its next meeting regarding the application. The Council shall then decide on the suitability of the applicant. The decisions of Council on membership shall be final.

4.8 Cessation of Membership

- (a) A member shall cease to be a member on the happening of any of the following events:
 - (i) if it/he/she ceases to satisfy the conditions imposed by articles 4.2, 4.3 or 4.4, as the case may be;
 - (ii) if being a body corporate it becomes a subsidiary or associate of another member, except as provided in these Articles;
 - (iii) if he/she should have a receiving order made against him/her or he/she makes any arrangement or composition with his/her creditors;
 - (iv) if being a body corporate it should enter into voluntary or compulsory liquidation, except for the purpose of a bona fide solvent reorganisation;
 - (v) if being a body corporate is deemed to be unable to pay its debts (in accordance with section 123 of the Insolvency Act 1986) or is insolvent;
 - (vi) if it/he/she be requested by at least 75% of those voting at a general meeting to resign its/his/her membership;

- (vii) if he/she should die;
 - (viii) if he/she becomes of unsound mind;
 - (ix) if it/he/she resigns from membership of the Association by giving not less than 3 months' notice in writing by email, post or by hand to the Secretariat at the office of the Association (and if no notice is provided in such resignation, the notice shall be deemed to be 3 months' notice);
or
 - (x) if any agreed contributions of a member become six calendar months in arrears but, while such arrears remain a debt due to and recoverable by the Association, the Council shall have the power to reinstate such member on such terms and conditions as the Council shall decide.
- (b) Membership is not transferable.

5 FUNDS AND SUBSCRIPTIONS

5.1 Funds

- (a) The Association is a non-profit-making organisation and funds for its operations shall be raised by subscriptions payable by members, as decided from time to time by Council in respect of each member. No subscription shall fall below a minimum or exceed a maximum to be decided by the Council.
- (b) If for any year the accounts of the Association show an excess of income over expenditure, the Council may in its absolute discretion decide to retain part or all of such excess income for working capital purposes or the future needs of the Association or, where the Council so decides, it may resolve to return to members with Full Membership or Associate Membership such proportionate part of the respective subscriptions for that year as the Council shall decide to be appropriate or carry over such part as an advance subscription for the following year.
- (c) If the accounts for any year show an excess of expenditure over income, the Council may in its absolute discretion resolve that each member with Full Membership or Associate Membership for any part of that year shall be called upon to pay by way of additional subscription for that year such sum as may be necessary to reimburse the Association in respect of such excess of expenditure over income. Every such additional subscription shall be payable within one month upon notification by the Secretariat to members or past members with Full Membership or Associate Membership who shall be liable.
- (d) A retiring member shall have no right or title to any of the property or funds of the Association.

5.2 Section Funds

In addition to subscriptions raised for the general operation of the Association, by agreement of the Council and for projects and/or other purposes approved by the Council, groups of members may together subscribe funds for particular purposes. These funds will be accounted for separately by the Secretariat. It shall be the

responsibility of those members involved in the particular project or activity to provide enough funds to cover all requirements, so that there shall be no liability in respect of such project for any members not participating in such project.

5.3 Members Subscriptions

- (a) The annual subscription payable by each member with Full Membership shall be determined from year to year by the Council and related to the turnover in goods and services of that member.
- (b) The annual subscription payable by each member with Associate Membership shall be determined from year to year by the Council.
- (c) Each member with Honorary Membership is not required to pay a subscription.
- (d) The Council shall from time to time review the subscriptions according to the requirements of the Association.

5.4 Due Date

Subscriptions cover membership from 1 January to 31 December each year and shall be payable by the member within one calendar month of receipt of a written application for payment from the Secretariat.

5.5 New Members

A new member shall be liable to pay a pro rata amount of the full calendar year's subscription based on the number of full months remaining of that calendar year and shall be payable by the new member within one calendar month of receipt of a written application for payment from the Secretariat.

5.6 Resigning Members

Resigning members, for whatever reason, shall be liable for the payment in full of any unpaid subscription due for any period up to and including the year in which membership ceases.

6 GENERAL MEETINGS

- 6.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it.
- 6.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 6.3 Subject to article 6.4, 21 days' notice of every annual general meeting and every extraordinary general meeting convened to pass a special resolution and 14 days' notice of every other extraordinary general meeting (exclusive in each case of the day on which notice is deemed served and the day of the general meeting) must be given in writing to such persons entitled to receive notice from the Association under article 6.6 or the Companies Acts. Notice of every general meeting must specify:

- (a) where it is to take place;
 - (b) its proposed date and time; and
 - (c) in the case of special business, the general nature of that business.
- 6.4 In the case of extraordinary general meetings, with the consent of members who are together entitled to at least 75% of the total voting rights, a meeting may be convened by such notice as those members think fit.
- 6.5 The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice of the meeting shall not invalidate any resolution passed, or proceeding had, at that meeting.
- 6.6 Notice of every general meeting shall be given in writing to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting and there is any liability under the guarantee; and
 - (c) the auditor for the time being of the Association.
- 6.7 No person other than as specified in article 6.6 shall be entitled to receive notice of general meetings.
- 6.8 Councillors may attend and speak at general meetings, whether or not they are members and the chairperson of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

7 PROCEEDINGS AT GENERAL MEETINGS

- 7.1 All business transacted at an extraordinary general meeting and at an annual general meeting shall be deemed special business with the exception of the consideration of:
- (a) the Association's income and expenditure account and balance sheet;
 - (b) reports of the Council and auditors of the Association;
 - (c) the election of members of the Council in the place of those retiring; and
 - (d) the fixing of remuneration of the auditors of the Association.
- 7.2 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six members personally present in person or by proxy shall constitute a quorum.
- 7.3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall

be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or at such other place and at a time and date fixed by the Council. If at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall constitute a quorum.

7.4 The Chairman, or in his/her absence the Deputy Chairman, shall preside as chairperson at every general meeting. If the Council has not appointed a Chairman or Deputy Chairman, or if the Chairman or Deputy Chairman is not present within 15 minutes of the time at which the meeting was due to start or is unwilling to chair the meeting:

- (a) the members present must appoint a member of the Council to chair the meeting; or
- (b) if no members of the Council are present or are unwilling to chair the meeting, the members present must appoint a member of the Association to chair the meeting,

and the appointment of the chairperson of the meeting must be the first business of the meeting.

7.5 The person chairing a meeting in accordance with article 7.4 is referred to as "**the chairperson of the meeting**".

7.6 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) a majority of the meeting present (by person or in proxy) at the meeting consents to an adjournment; or
- (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

7.7 The chairperson of the meeting must adjourn a general meeting if directed to do so by a majority of the meeting present (by person or in proxy) at the meeting.

7.8 When adjourning a general meeting, the chairperson of the meeting must specify the time, date and place to which it is adjourned. If the continuation of the adjourned meeting is to take place more than 30 days after the original meeting was adjourned, the Association must give notice in the same manner as an original meeting.

7.9 No business may be transacted at an adjourned general meeting, which could not properly have been transacted at the meeting if the adjournment had not taken place.

7.10 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded.

7.11 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairperson of the meeting whose decision is final.

- 7.12 Unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried unanimously or by a particular majority, lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 7.13 A poll may (before or immediately upon the declaration of the result of the show of hands) be duly demanded:
- (a) by the Chairman;
 - (b) by a least three members present in person at the general meeting, or
 - (c) by a member or members present in person at the general meeting and representing 10% or more of the total voting rights of the members.
- 7.14 The demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
 - (b) the chairperson of the meeting consents to the withdrawal.
- 7.15 No poll shall be demanded on the election of a chairperson of a meeting or on any question of adjournment.
- 7.16 In the case of an equality of votes, whether on a show of hands or on a poll the chairperson of the meeting shall be entitled to a second or casting vote.
- 7.17 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

8 VOTES OF MEMBERS

- 8.1 Every member with Full Membership shall have one vote at any general meeting provided that such member is duly registered, has paid every subscription and other sum (if any) due and payable to the Association in respect of his/her membership.
- 8.2 Every member with Associate Membership shall have the right to receive notice of and to attend any general meeting of the Association but no right to vote thereat.
- 8.3 A member of the Association being a body corporate may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Association. The person so authorised shall be entitled to exercise the same powers on behalf of the body corporate, which he/she represents as if he/she were an individual member of the Association.
- 8.4 More than one person may represent a member at any general meeting of the Association but only one representative shall be entitled to vote on behalf of a member having the power to vote.

9 PROXIES

- 9.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:

- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 9.2 The Council may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 9.3 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.
- 9.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the original meeting itself.
- 9.5 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 Association by or on behalf of that person.
- 9.6 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 9.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.
- 9.8 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.

10 AMENDMENTS TO RESOLUTIONS

- 10.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Council in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

- 10.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairperson of the meeting proposed the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 10.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

11 THE COUNCIL

- 11.1 The council of management of the Association shall be comprised of up to 22 elected members with Full Membership including three honorary members, namely the Chairman, Deputy Chairman and Honorary Treasurer (the "**Council**").
- 11.2 Any member of the Association with Full Membership, person employed by a member of the Association with Full Membership or individual owner or director of a member of the Association with Full Membership may be elected to the Council in accordance with article 11.3. Nothing shall prevent more than one representative of a member with Full Membership joining the Council at the same time.
- 11.3 Members of the Council ("**Councillors**") shall be elected at an annual general meeting and shall hold office until the conclusion of the next ensuing annual general meeting at which point they must resign unless re-elected. In the case of the Chairman and Deputy Chairman, unless otherwise agreed by the Council, the Chairman and Deputy Chairman cannot continue for more than two years beyond the first year elected.
- 11.4 At the annual general meeting, persons wishing to be elected as Councillors shall be considered, provided that there are less than the maximum Council seats available. Should all Council seats be currently filled those Council members who have been longest in office shall be required to resign. If two or more Councillors have served simultaneously, they shall retire alphabetically according to surname.
- 11.5 At least six weeks before the annual general meeting of the Association, the Secretariat shall specify to the Council those persons who are willing to offer themselves for election or re-election and call for further nominations from members of the Association for vacancies arising. Nominations must be made within 14 days of such call for further nominations. Each member has the right to nominate not more than two candidates and shall ascertain that his/her nominee(s) are willing to serve if elected. Nominations need not be seconded.
- 11.6 On expiry of the call for nominations, the Secretariat shall circulate a list of nominations, including those retiring and offering themselves for re-election, to the members of the Association. If the number of candidates exceeds the number of vacancies, a postal ballot shall be taken with each member entitled to as many votes as there are vacancies on the Council. Completed ballot papers are to be returned to the Secretariat within 14 days of the date of issue.

- 11.7 Co-opted Councillors shall serve for so long as the Council shall decide, except that each person so co-opted shall automatically resign before each annual general meeting.
- 11.8 In the event of a casual vacancy arising during the year, this shall be filled by nomination and if need be, ballot proceedings as for an annual election.
- 11.9 A person shall cease to be a Councillor if:
- (a) the member he/she represents ceases to be a member of the Association;
 - (b) a receiving order is made against him/her or he/she makes any arrangement or composition with his/her creditors;
 - (c) he/she is requested to resign his/her membership of the Council, in accordance with the procedure for this purpose contained in article 4.8(a)(vi);
 - (d) he/she ceases to be actively connected with the member he/she represents;
 - (e) he/she should become of unsound mind or die; or
 - (f) the member he/she represents notifies the Association that he/she shall no longer represent them.

12 THE POWERS OF THE COUNCIL

- 12.1 The business of the Association shall be managed by the Council who may:
- (a) pay all expenses and preliminary and incidental expenses to the promotion, formation, establishment and registration of the Association as they think fit; and
 - (b) exercise all powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and which are not required by statute, these Articles or by decisions of general meetings of the Association.
- 12.2 The Council may act notwithstanding any vacancy in their body provided always that in case the Councillors shall be reduced in number to less than 3 Councillors, the Council may act for the purpose of admitting persons to membership of the Association, filling vacancies in the Council and summoning a general meeting but not for any other purpose.

13 PROCEEDINGS OF THE COUNCIL

- 13.1 The Council may regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting and unless otherwise determined, the quorum for Council meetings is five Councillors (at least two of which are directors). If the total number of directors for the time being is less than two, the Council must not take any decision other than a decision:
- (a) to appoint further directors; or

- (b) to call a general meeting so as to enable the members to appoint further directors.
- 13.2 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the rules as set out in these Articles.
- 13.3 Any Councillor may, and on the request of a Councillor the Secretariat shall at any time, summon a meeting of the Council by notice served upon the members of the Council.
- 13.4 Councillors participate in meetings when the meeting has been called and takes place in accordance with Articles and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.5 In determining whether Councillors are participating in a Council meeting, it is irrelevant where any Councillor is or how they communicate with each other.
- 13.6 If all the Councillors participating in a Council meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 13.7 If a Councillor is unable to attend a meeting of the Council, they may be represented by an alternate in accordance with article 15.1.
- 13.8 Council decisions shall be made on the basis of a simple majority of those present and voting; each elected Councillor having one vote. The Chairman shall have a second or casting vote but this does not apply if, in accordance with the Articles, the Chairman is not to be counted as participating in the decision-making process for voting purposes.
- 13.9 The Chairman shall be entitled to preside at all meetings of the Council at which he/she shall be present. If at any meeting the Chairman is not present within 15 minutes after the time at which the meeting was due to start or is unwilling to chair the meeting, the Deputy Chairman shall preside. If the Deputy Chairman is not present or is unwilling to chair the meeting, a Councillor present and willing to chair the meeting, nominated by a majority of those present at the meeting, shall preside.

14 MEMBERS' RESERVE POWER

- 14.1 The members may, by special resolution, direct the Councillors to take, or refrain from taking, specified action.
- 14.2 No such special resolution invalidates anything which the Councillors have done before the passing of the resolution.

15 COUNCILLORS MAY DELEGATE

- 15.1 Subject to the Articles, Councillors may delegate any of the powers which are conferred on them to an alternative by such means (including by power of attorney), to such an extent and on such terms and conditions as they think fit.
- 15.2 If the Councillors so specify, any such delegation may authorise further delegation of the Councillor's powers by any person to whom they are delegated.

- 15.3 The Councillors may revoke any delegation in whole or part, or alter its terms and conditions.

16 COMMITTEES

The Council may delegate any of their powers to committees consisting of such Councillor or Councillors as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to the rules set out in these Articles. The meetings and proceedings of any such committee shall be governed by these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any rules made by the Council and to co-opt members from the Council to serve as may be needed.

17 CONFLICTS OF INTEREST

- 17.1 If a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes. But if article 17.2 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

- 17.2 This article applies when:

- (a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arising from a permitted cause.

- 17.3 For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association;
- (b) subscription, or an agreement to subscribe, for securities of the Association, or to underwrite, sub-underwrite or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees, directors or former employees of the Association which do not provide special benefits.

- 17.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- 17.5 Subject to article 18, if a question arises at a meeting of the Council or a committee of the Council as to the right of any Councillor (including any director) to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in

relation to any Councillor (including any director) other than the Chairman is to be final and conclusive.

- 17.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Councillors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18 RECORDS OF DECISIONS TO BE KEPT

- 18.1 The Council must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Council and committees of the Council. Such records, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence of the decision without any further proof of the facts therein stated.
- 18.2 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

19 MANAGEMENT

19.1 Executive Officers

- (a) The offices of Chairman, Deputy Chairman and Honorary Treasurer shall be filled by election or re-election from elected Councillors only at the Council meeting adjoining each annual general meeting in accordance with article 11.1. Each such officer shall, if willing to act as a director and if permitted by law to do so, be appointed a director.
- (b) No person shall be eligible as a director who is not a member of the Association with Full Membership or a director or other responsible officer of a company which is a member with Full Membership.
- (c) Subject to article (a), a person willing to act as a director and is permitted by law to do so may be appointed to be a director by ordinary resolution or by a decision of the Council.
- (d) Directors shall be under the control and direction of the Council and shall undertake duties in connection with the affairs of the Association as the Council shall decide. Subject to the direction of the Council, the directors shall make all necessary arrangements for employees of the Association and accommodation.
- (e) Directors are not entitled to remuneration and expenses unless otherwise agreed by the Council.
- (f) Unless the Council decides otherwise, directors are not accountable to the Association for any remuneration, which they receive as directors or other officers or employees of any body corporate in which the Association is interested.

- (g) A director's appointment may be made for such term as the Council may decide but a person ceases to be a director as soon as that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.

19.2 **Secretariat**

The Association shall employ paid staff to arrange the administration of the Association's affairs, including the CEO (the "**Secretariat**"). The staff shall be engaged on such terms as the Council may from time to time agree and shall be under control of the Council.

19.3 **Director General**

The Council may appoint as part of the Secretariat a person who may be given the title of Director General. Such a person shall be senior to the CEO; he shall be appointed on such terms as the Council shall think fit and shall be under the control and direction of the Council and shall not be a director for the purposes of the Act. The Council may leave this office vacant or they may combine the office of Director General and CEO as from time to time they shall consider expedient.

20 **BORROWING POWERS**

The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its property or any part thereof and to issue or give any security whether outright or as security for any debt liability or obligation of the Association.

21 **RULES**

The Council may at any time and from time to time make such additional rules as they shall think conducive to the attainment of any of the objects of the Association or for the purpose of regulating the business of the Association and may at any time and from time to time rescind or alter any of the rules for the time being in force, provided always that the rules from time to time in force shall not be repugnant to the Memorandum of Association or these Articles and that no rule and no rescission or alteration of any rule made by the Council shall have any force or effect until such rule or such rescission or alteration has been approved by the Association in a general meeting. The rules for the time being in force shall be binding on all the members of the Association and such members shall respectively observe and conform to the rules for the time being in force accordingly.

22 **ADMINISTRATIVE ARRANGEMENTS**

- 22.1 Subject to the Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information, which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Association.
- 22.2 Subject to the Articles, any notice or document to be sent or supplied to a Councillor in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Councillor has asked to be sent or supplied with such notices or documents for the time being.

- 22.3 A Councillor may agree with the Association that notices or documents sent to that Councillor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

23 MEMBERSHIP CERTIFICATES

On request to the Secretariat, a member of the Association will be issued with a certificate of membership.

24 ACCOUNTS

- 24.1 The Council shall cause accounting records to be kept in accordance with the Companies Acts.

- 24.2 Except as provided by law or authorised by the Councillors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

25 AUDIT

Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.