

No. of Company: 2537077

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM AND ARTICLES  
OF ASSOCIATION

THE DOOR & HARDWARE FEDERATION

INCORPORATED AS THE DOOR & SHUTTER MANUFACTURERS' ASSOCIATION ON  
5 SEPTEMBER 1990

NAME CHANGED TO THE DOOR & HARDWARE FEDERATION BY SPECIAL  
RESOLUTION ON 30 SEPTEMBER 2004

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Registered office:

42 Heath Street  
Tamworth  
Staffs  
B79 7JH

Telephone: 01827 52337  
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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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Memorandum of Association

OF

The Door & Hardware Federation  
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1. The name of the Company (hereinafter called "the Association") is  
"THE DOOR & HARDWARE FEDERATION"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are to:-
  - (a) enable manufacturers and those associated with the manufacture or servicing of doors, shutters, gates, barriers, building hardware and products associated with any of the foregoing in the United Kingdom to discuss common problems and to take such action as may be for the welfare and common good of the membership and of the industry
  - (b) promote and encourage amongst the membership technical and business competence and professional integrity in conduct and trading
  - (c) promote such services as may appear to be for the benefit of members generally
  - (d) promote and encourage the trade of members by whatever means may from time to time appear to be appropriate
  - (e) represent members in their individual and collective capacities and to safeguard their interest in regard to existing or proposed legislation, dealings with Government Departments, professional and trade organisations, nationalised undertakings and other public or private bodies
  - (f) do all things as may appear to be conducive to the attainment of the aforementioned objects or any of them.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
- (b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (d) To borrow or raise money on such terms and on such security as may be thought fit.
- (e) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (g) To promote either alone or in association with others and to meet or contribute towards the cost of any wholly or partly owned subsidiary company with limited liability where such provision is in furtherance of or incidental to the said objects or any of them
- (h) To do all such things as are incidental to the attainment or furtherance of the said objects or any of them

PROVIDED THAT :

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations or employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee or Governing Body, but they shall as regards such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

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

Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
  - (b) of interest at a rate not exceeding 3 per cent per annum over Barclays Bank PLC's base lending rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or Governing Body;
  - (c) to any members of its Executive Committee or Governing Body of out-of-pocket expenses;
  - (d) to a company of which a member of the Association of its Executive Committee or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £50.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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For and on behalf of HORMANN (UK) LIMITED whose registered office is at Ashville Trading Estate, Whetstone, Leicester

COLLIN NORMAN MILLER

For and on behalf of LYCETTS (BURSLEM) LTD whose registered office is at Glendale Street, Burslem, Stoke on Trent, ST6 2EP

MICHAEL FRANK LYCETT

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Dated this 21 June 1990

Witness to the above signatures:

Miss Kay Scattergood

The Companies Act 1985

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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Articles of Association

OF

The Door & Hardware Federation

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GENERAL

1. In these Presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :

WORDS

MEANINGS

The Act	The Companies Act 1985
The Statutes	The Companies Act 1985, and every other Act for the time being in force concerning joint stock companies and affecting the Association.
These Presents	These Articles of Association, and the regulations of the Association from time to time.
The Executive Committee	The Executive Committee for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine and the neuter genders, and

Words importing persons shall include corporations and companies and vice versa.

Subject as aforesaid any words or expressions defined in the Statues shall, if not inconsistent with the subject or context, bear the same meanings in these Presents.

2. The provisions of section 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The subscribers to the memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### MEMBERSHIP

5. To be eligible for membership, the applicant must be carrying on a business including any of the following activities: manufacture; installation; repair; maintenance; marketing; component supply; testing; certification; other professional advice or service in relation to any of the following products: doors, shutters, gates, barriers, building hardware and products associated with any of the foregoing.
6. All applications for membership shall be made to the Executive Committee in the proper form as prescribed by the Executive Committee.
7. Upon applying for membership an applicant which is a company (other than a company whose shares are quoted on a recognised stock exchange or dealt with on the unlisted Securities Market) shall provide such details as the Executive Committee shall decide as to the ownership of its share capital. If after election to membership there shall be any change in the name or ownership of a member that is to say.
  - (a) In the case of a company (other than as before mentioned) a transaction resulting in the beneficial interest in 30% or more of the issued share capital of that company or 30% or more of any class of share capital passing from one or more persons to another person or persons
  - (b) in the case of a partnership the admission of a new partner or the retirement of an existing partner
  - (c) in the case of a sole trader the disposal of the whole or part amounting to 30% or more of the value of the assets and undertaking of the business

Then such member concerned shall notify the Secretary of such events with the relevant details within 30 days of the event giving rise to the change of ownership.

The Executive Committee shall at its next meeting after notification review the member's continuing eligibility.

8. The Secretary shall be entitled to seek from any member such information as he considers desirable to ensure compliance with the clauses relating to eligibility for membership of the Association and the Association's codes of conduct for the time being in force and such member shall provide such information as soon as practicable and on the basis of that information the Secretary may report to the Executive Committee who may proceed in such manner as these Presents provide. Any code of conduct shall be prepared by or on behalf of the Executive Committee and then put to a general meeting of the Association for approval, thereafter to be implemented from the date of approval.
9. A member may withdraw from the Association by giving six calendar months notice from any date, in writing, to the Secretary of their intention to do so. On the expiry of such notice, the retiring member shall forfeit all benefits and interest in the funds of the Association but shall be liable for all dues and responsibilities accrued up to the date of expiry.

#### SUBSCRIPTIONS

10. Each member shall pay on the 1st April each year a subscription as decided upon from time to time by the Association in General Meeting. Each new member shall pay an entrance fee as laid down from time to time by the General Meeting.

#### FORFEITURE AND EXPULSION FROM MEMBERSHIP

11. If a member ceases to have the qualifications necessary for his membership category, or shall become bankrupt or compound with creditors or being a limited liability company shall go into liquidation whether voluntarily or compulsory, otherwise than for the purpose of reconstruction or amalgamation with another company, such member shall immediately be deemed to have forfeited membership of the Association and all benefits and interests in the Association, but shall be liable for all dues and responsibilities accrued up to the date of ceasing to be a member of the Association.
12. (1) Any member of the Association may be expelled where that member is in breach of these Articles or is otherwise conducting himself or his business in a manner likely to bring himself or the Association or its membership into disrepute and a complaint to this effect is duly made in accordance with the following procedures:-
  - (a) The complaint must be submitted, in writing, by a member to the Secretary who shall inform the chairman who shall convene a meeting of the special sub-committee to hear the complaint. The special sub-committee shall consist of three members of the Association appointed by the Executive Committee for the purpose
  - (b) Written notice of the hearing of the complaint by the special sub-committee together with a copy of the written complaint must be given to the members of the sub-committee and the member concerned not less than 28 days before the date fixed for hearing of the complaint.
  - (c) The member shall be informed of and given the opportunity to inspect all documentary evidence and exhibits to be submitted to the sub-committee.



- (d) The member shall have the right to make written or verbal representations to the hearing and to be represented by any person of his choice.
  - (e) No member of the sub-committee hearing the matter shall have been involved in the complaint or in its submission to the Secretary.
  - (f) The decision of the sub-committee to uphold a complaint must be carried by a two-thirds majority of the members attending the meeting and should there not be such a majority, then the complaint shall be considered as not substantiated.
  - (g) The member may appeal against the decision of the sub-committee by giving notice to the Secretary within 10 days of the notification to the member of the result of the hearing. The appeal shall be heard by the Executive Committee of the Association in accordance with the above procedure. The decision of the Executive Committee shall be by simple majority of those attending the meeting and shall be final. No member may serve on both the sub-committee and the Executive Committee hearing the same complaint.
- (2) Any member the whole or any part of whose subscription or entrance fee shall be three months or more in arrears shall retire from membership if requested to do so by the Executive Committee and his name shall be removed from the Register or Members but without prejudice to all liability accrued due at the date of retirement.

#### GENERAL MEETING

13. 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 Executive Committee and shall specify the meeting as such in the notice calling it, provided that every Annual General meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its First Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
15. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
16. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such person (including the Auditors) as are under these Presents or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of

such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting maybe convened by such notice as those members may think fit.

17. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of those retiring (if any is necessary), the appointment of, and the fixing of the remuneration of, the Auditors and the fixing of the annual subscription and entrance fee.

19. 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 shall be a quorum.

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 it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine.

20. The Chairman of the Association shall preside as Chairman at every General Meeting, or the Vice Chairman but if there be no such Chairman or Vice Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Committee or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

21. 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting, a resolution put to the vote of the meeting shall be decided by show of hands in accordance with Article 28(1) unless voting by subscription is before or upon the declaration of the result of the vote in accordance with Article 28(1) demanded by the Chairman or by at least two members present in person or by proxy or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting pursuant to Article 28(1) and unless voting by subscription be so demanded a declaration by the Chairman of the meeting 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 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. The demand for a vote by subscription may be withdrawn.

23. Subject to the provisions of Article 28, if a vote by subscription be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct, and the result of the vote by subscription shall be deemed to be the resolution of the meeting at which the vote by subscription was demanded.
24. No vote by subscription shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a vote by subscription, the Chairman of the meeting shall be entitled to an additional or casting vote.
26. The demand for a vote by subscription shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a vote by subscription has been demanded.
27. Subject to the provisions of the statutes a resolution in writing signed by all the members for the time being entitled to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

#### VOTES OF MEMBERS

28. (i) Subject as hereinafter provided only members shall be entitled to vote at any meeting of the Association and each member shall be entitled to exercise one vote.  
(ii) When voting by subscription is demanded under Article 22 such voting shall be in accordance with the scale of voting approved and authorised from time to time by the Association in general meeting.
29. Save as herein expressly provided, no member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer duly authorised. A proxy need not be a member of the Company.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or the adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a vote by subscription not less than twenty-four hours before the time appointed for the taking of the vote by

subscription, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is issued.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I \_\_\_\_\_ ,  
"of \_\_\_\_\_ ,  
"a member of \_\_\_\_\_ ,  
"hereby appoint \_\_\_\_\_ ,  
"of \_\_\_\_\_ ,  
"and failing him, \_\_\_\_\_ ,  
"of \_\_\_\_\_ ,  
"to vote for me and on my behalf at the (Annual or Extraordinary,  
"or Adjourned, as the case may be) General Meeting of the \_\_\_\_\_ ,  
"Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ ,  
"and at every adjournment thereof.

"As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a vote by subscription.

#### EXECUTIVE COMMITTEE

34. Each Full Member of the Association shall be entitled to become a member of the Executive Committee and to appoint a person to represent his interests on the Executive Committee until such time as a General meeting of Members of the Association decides to restrict the number of persons serving on the Committee. The Chairman and Vice-Chairman of the Association shall be ex-officio members of the Executive Committee.
35. (a) Every appointment of a person to represent a Full Member on the Executive Committee shall be in writing and under the hand of the member or if the member be a corporation under the hand of a duly authorised officer and shall take effect upon lodgement at the office. No member may appoint more than one person at any one time to represent him on the Executive Committee but subject thereto such member may remove any person so appointed and appoint another person in his place.
- (b) If the Association determines in General Meeting to restrict the numbers of Full Members of the Executive Committee then at the following Annual General Meeting all members of the Executive Committee shall retire but shall be eligible for re-election. New members of the Executive Committee shall be elected up to the maximum number prescribed by the Association in General Meeting and at the following and all subsequent annual general meetings all

members of the Executive Committee shall retire but shall be eligible for re-election.

- (c) No member shall be elected to the Executive Committee unless a nomination in writing for such election is lodged at the office at least seven days prior to the Annual General Meeting except that a retiring member may be re-elected without nomination and if the nominations lodged and retiring members seeking re-election are insufficient to make up the maximum number of permitted members of the Executive Committee nominations may be made and voted on at the Annual General Meeting itself.
36. (a) The Executive Committee may from time to time and at any time appoint any member of the Association as a member of the Executive Committee either to fill a casual vacancy or by way of addition to the Executive Committee provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- (b) The Executive Committee may co-opt any qualified person or member of the Executive Committee for any specific purpose and his/her co-option shall expire at the end of the year. The number of such co-options shall be subject to any limitation on numbers which may be decided from time to time by the Association in General Meeting.
37. No person who is not a Full Member of the Association shall in any circumstances be eligible to hold office as a member of the Executive Committee.

#### POWERS OF THE EXECUTIVE COMMITTEE

38. The business of the Association shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Statutes or by these Presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
39. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Presents, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.

## PROCEEDINGS OF THE COMMITTEE

40. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined one third of the membership shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
41. If a quorum is not present the meeting shall proceed to discuss the Agenda but the decisions reached at that meeting shall be subject to ratification by the majority of members of the Executive Committee.
42. A meeting of the Executive Committee shall be convened on seven days clear notice being given whenever the Chairman considers it desirable, or when a requisition has been received by the Secretary, signed by at least one third of the members of the Executive Committee requiring such meetings to be convened and specifying the business for the transaction for which the meeting is desired.
43. The Chairman of the Association shall be entitled to preside at all meetings of the Executive Committee at which he shall be present and if he is not present then the Vice Chairman but if at any meeting neither the Chairman nor the Vice Chairman be present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting.
44. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Committee.
45. The Executive Committee may delegate any of their powers to committees consisting of such member or members of the Executive Committee as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of these Presents for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.
46. All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee.
47. The Executive Committee shall cause proper minutes to be made by the secretary of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Association and of the Executive Committee and of committees of the Executive Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

48. A resolution in writing signed by all the members for the time being of the Executive Committee or of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.

#### DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

49. The office of a member of the Executive Committee shall be vacated if the member:
- (a) becomes bankrupt or makes any arrangement for composition with his creditors generally; or being a company goes into liquidation otherwise than for the purposes of reconstruction or amalgamation
  - (b) becomes prohibited from being a member of the Executive Committee by reason of any disqualification order made under the Act; or
  - (c) becomes incapable by reason of mental disorder, illness or injury or managing and administering his property and affairs; or
  - (d) resigns his office by notice in writing to the Secretary; or
  - (e) ceases to be a Full Member of the Association.

#### SECRETARY

50. (a) Subject to Section 13 (5) of the Act, the secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it; provided always that no member of the Executive Committee may occupy the salaried position of secretary.
- (b) The Executive Committee shall ensure that adequate secretarial and administrative resources are available for the efficient conduct of the business of the Association and for this purpose may in addition to appointing and remunerating a Secretary, also employ or retain such other professional or skilled persons firms or companies (such Secretary and persons firms or companies being referred to as "the Secretariat") upon such terms as to remuneration and otherwise as the Executive Committee shall consider proper.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

#### CHAIRMAN AND VICE CHAIRMAN

52. The Chairman and Vice Chairman of the Association shall be appointed at the Annual General Meeting and shall hold office until the next succeeding Annual General Meeting when they shall retire, but shall be eligible for re-election, provided that no person shall hold office as Chairman for more than two years consecutively.

### THE SEAL

53. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two members of the Executive Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### ACCOUNTS

54. The Executive Committee shall cause accounting records to be kept in accordance with the requirements of the Statutes.
55. The books of account shall be kept at the office, or, subject to the provisions of the statutes, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the officers of the Association.
56. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.
57. The Executive Committee shall from time to time in accordance with Sections 227 to 229 (inclusive) of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report the Executive Committee's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

### AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Executive Committee being treated as the Directors mentioned in those provisions.

### NOTICES

60. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within



the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### INDEMNITY

63. Members of the Executive Committee and the sub-committees and the Secretariat shall be indemnified out of the funds and assets of the Association from and against all proceedings, losses, costs, damages and expenses which may be incurred or paid in relation to or for which they may be liable arising out of the execution and carrying out of their duties offices or trusts provided that in carrying out those offices, duties or trusts, the proceedings, losses, costs, damages or expenses were not a consequence of gross negligence or dishonesty or wilful commission of any act known by the person concerned to be a breach of duty or breach of trust.

#### DISSOLUTION

64. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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For and on behalf of HORMANN (UK) LIMITED whose registered office is at Ashville Trading Estate, Whetstone, Leicester

COLIN NORMAN MILLER

For and on behalf of LYCETTS (BURSLEM) LTD whose registered office is at Glendale Street, Burslem, Stoke on Trent ST6 2EP

MICHAEL FRANK LYCET

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WITNESS to the above signature

Miss Kay Scattergood

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