



Revised GS1 UK Memorandum and Articles of Association – adopted at GS1 UK AGM 12/11/13

Memorandum and Articles of Association
of GS1 UK Limited

Limited by guarantee

Registered in England No. 1256140

The Companies Act 1985

Company limited by guarantee and not having a share capital

Memorandum of Association of GS1 UK Limited*

1. The name of the Association is "GS1 UK Limited**".
2. The Registered Office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - (1) (a) For the benefit and more efficient operation of all sectors of business, commerce and administration in the United Kingdom to promote and encourage the development of the GS1 System as a unified system of numbering for all manufactured or processed products ("the Article Numbering System") to enable such products their manufacturers or processors countries of origin and other relevant information to be identified by reference to an Article Number for the purposes of ordering invoicing stock control sales analysis supply chain management and any other purpose considered useful or beneficial.
 - (b) To provide a forum for UK business and commerce in order to:
 - (i) develop common positions, policies and plans for electronic commerce;
 - (ii) maximise the performance of their value chains through use of electronic commerce;
 - (iii) be involved primarily with business to business communication but to remain aware of other interactions;
 - (iv) ensure that users' practical electronic commerce requirements are satisfied and maximum advantage gained from the implementation of standard and cost-effective electronic commerce solutions;
 - (v) co-operate with other bodies where required to achieve this.
 - (c) To promote and encourage the development of such unified systems of standards in the United Kingdom as the Supervisory Board may determine are appropriate ("Additional Standards") and to undertake all reasonable acts in relation to the development, promotion or operation of such Additional Standards.
- (2) To ensure, where possible, the compatibility of the Article Numbering System and any Additional Standards with any like system developed elsewhere in the world.
- (3) To determine the manner in which the Article Numbering System and any Additional Standards should be organised, administered and financed.
- (4) To control and co-ordinate the introduction and use of the Article Numbering System and any Additional Standards in the United Kingdom and to advise all sectors of business, commerce and administration upon its application and use.
- (5) To seek the co-operation, opinions and advice of trade unions, trade associations, consumer groups, Government Departments, technical bodies and other interested parties in the development of the Article Numbering System and any Additional Standards.
- (6) To seek representation on and to assist and to promote the aims and objects of the organisation responsible for the Article Numbering System and any Additional Standards and to subscribe or guarantee monies for its purposes.
- (7) To co-operate with assist financially or otherwise and support any individual association foundation institution or corporation concerned with the promotion and development of the Article Numbering System and any Additional Standards in the United Kingdom.

*The company changed its name from Article Number Association UK Ltd by Special Resolution on 29 September 1998 and from Association for Standards and Practices in Electronic Trade – EAN UK Limited by Special Resolution on 3 November 2004.

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- (8) To raise funds for all or any of the objects of the Association in any lawful manner which the Supervisory Board of the Association may deem expedient.
 - (9) To print or publish or cause to be printed or published any newspapers periodicals books or leaflets which the Supervisory Board of the Association may think desirable for the promotion of the objects of the Association and any numbering system or words in which the Association has a copyright or right to publish and to sell distribute and deal with any matter so printed as the Association may think fit and to grant licences or rights in respect of any property of the Association.
 - (10) To purchase hire lease construct provide operate equip and maintain land buildings and any other structures property apparatus equipment and articles which may be necessary or convenient in the opinion of the Supervisory Board of the Association for the furtherance of the objects of the Association.
 - (11) To enter into agreements with manufacturers wholesalers and retailers of all forms of product for the promotion of any of the objects of the Association.
 - (12) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on business which the Association is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Association or its objects.
 - (13) To accept any gift of property whether subject to any special trust or not for any one or more of the objects of the Association.
 - (14) To sell manage lease mortgage dispose of or otherwise deal with all or any part of the property of the Association.
 - (15) To borrow and raise money in such manner as the Association may think fit.
 - (16) To enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation or otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person, company or other entity in any manner, on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other persons or entities and whether with or without the Association receiving any consideration and whether or not in furtherance of the attainment of any other object of the Association and to support or secure any such obligation in any manner whatsoever, including (without limitation) by mortgaging or charging all or any part of the undertaking, property, assets and revenues (present and future) of the Association.
 - (17) To invest the monies 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.
 - (18) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
 - (19) To remunerate any person firm or company rendering services to the Association in any manner and to pay all or any of the preliminary expenses of the Association and of any company formed or promoted by the Association.
 - (20) To provide a superannuation fund for the employees of the Association or otherwise to assist any such employees or the families dependants or connections of such employees.
 - (21) To amalgamate with any companies' institutions societies or associations having objects altogether or in part similar to those of the Association.
 - (22) 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 companies institutions societies or associations with which the Association is authorised to amalgamate.
 - (23) To transfer all or any part of the property assets liabilities and engagements of the Association to any one or more of the companies institutions societies or associations with which the Association is authorised to amalgamate.
 - (24) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Association 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 directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration and expenses to any officer or employee of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding two per centum per annum below the base lending rate for the time being of the Association's bankers or three per centum per annum (whichever is the greater) on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Supervisory Board or governing body of the Association shall be appointed to any salaried office of the



Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Supervisory Board or governing body of the Association except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to the Chairman or any of the Employed Directors (as those expressions are defined for the purposes of the Articles of Association of the Association) or any company of which a member of the Supervisory Board or governing body of the Association may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

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 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 one pound.
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property 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 hereof 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.
8. We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

(Signed) STANLEY LAWRENCE MAUGHAN	Cottage on the Hill, Stanstead, Kent
(Signed) HOWARD RICHARD EVANS	Food Manufacturers Federation, 1/2 Castle Lane, London SW1
(Signed) BRIAN MALCOLM	65 Sulbourne Road, London SW12
(Signed) WILLIAM GORDON DAVISON	10 Heath Hill Road, Crowthorne, Berkshire
(Signed) RICHARD MICHAEL ADAMS	80 Victor Road, Teddington, Middlesex
(Signed) CHRISTOPHER COULCHER	40 The Ridgeway, Cuffley, Herts
(Signed) PETER RONALD BROOKER	38 Dukes Wood, Crowthorne, Berks

Dated this 26th day of March 1976

WITNESS to the above signatures:

(Signed) JOSEPH CLARK	Solicitor 29 Mincing Lane, London EC3
(Signed) ANGELA CAROLYN CLARK	Food Manufacturers Federation, 1/2 Castle Lane, London SW1
(Signed) MELANIE ROBERTSON	3 Holly Close, Aldershot, Hants



The Companies Act 1985
Company limited by guarantee and not having a share capital
Articles of Association of GS1 UK Limited*

Preliminary

1. The regulations in Table C in the First Schedule to the Companies Act 1948 and the regulations in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Association.

Interpretation

2. In these Articles where the context so admits the following expressions shall bear the meanings set opposite them respectively:

Expression	Meaning
"Additional Director"	a member of the Supervisory Board appointed under Article 19(b)
"the Association"	GS1 UK Limited
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Committee"	a committee appointed under Article 36A(a)
"Communication"	the same as in the Electronic Communications Act 2000
"Electronic communication"	the same as in the Electronic Communications Act 2000
"Electronic Form"	by email, via the Website, by fax or any other means while in an electronic form, including, but not limited to, documentation or information sent by means of electronic equipment for processing (including digital compression) or storage of data and documentation or information transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means
"Employed Directors"	the Chief Executive, the Financial Director and the Staff Director
"Member"	a member of the Association and "Membership" shall be construed accordingly
"Non-executive Directors"	the members of the Supervisory Board referred to in Article 19(a)(3)
"Office"	the registered office of the Association
"the officers of the Association"	the Chairman, Vice-Chairman or Vice-Chairmen, Chief Executive and Financial Director
"the Seal"	the common seal of the Association
"the Secretary"	any person appointed by the Supervisory Board to perform any of the duties of the secretary of the Association
"Solution Providers"	any sole trader, firm, company, association or other body whether corporate or unincorporated that sells goods or services to Users or other Solution Providers designed to improve that User's or other Solution Provider's use or operation of the Article Numbering System
"Specialist Groups"	groups of Members established under Article 37
"Staff Director"	the member of the Supervisory Board referred to in Article 19(a)(2)
"the Supervisory Board"	the members for the time being of the Supervisory Board hereby constituted
"the United Kingdom"	Great Britain and Northern Ireland
"User"	any sole trader, firm, company, association or other body whether corporate or unincorporated that uses the Article Numbering System as part of their core business processes but User shall not include Solution Providers
"in writing"	written or produced by any substitute for writing or partly one and partly another

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

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Membership

3. For the purpose of registration the number of Members is to be taken to be unlimited.
4. The subscribers to the Memorandum of Association of the Association and such other persons as shall be admitted to Membership in accordance with these Articles shall be Members and shall be entered in the register of members accordingly.
5. Save as hereinafter provided Membership shall be open to all persons firms companies associations or other bodies whether corporate or unincorporated interested in promoting the development of the Article Numbering System and any Additional Standards (both terms as defined in the Memorandum of Association of the Association) or the best standards for business data and the best practices for electronic commerce in the United Kingdom.
6. No person shall be admitted to Membership unless he is first approved by the Supervisory Board and the Supervisory Board shall have full discretion to refuse admission of any person to Membership and may as a condition of Membership require annual or other periodic contributions or subscriptions to be paid by Members to the Association in accordance with regulations which the Supervisory Board may from time to time establish amend or vary. In addition for the purpose of providing funds for the operation of the Association the Members may at any time in general meeting impose a levy on all Members in proportion to their annual subscription. Notice of the proposed resolution to impose a levy and of the rate thereof shall be given in accordance with the provisions of Article 43 and no such resolution shall be effective unless passed by not less than a two-thirds majority of the Members present and entitled to vote at the general meeting.
7. The Supervisory Board may from time to time establish amend or vary regulations whereby Members may be admitted to different classes or categories of Membership provided that such regulations shall not (in terms of the rights and obligations of Members) be inconsistent with these Articles.
8. The Supervisory Board shall have power to elect such persons as it shall think fit to be Honorary Members. An Honorary Member shall not by reason of such Honorary Membership be a Member for the purposes of these Articles and shall not be entitled to vote at meetings of the Association but shall enjoy such rights and benefits and be subject to such obligations and conditions as the Supervisory Board may from time to time apply to Honorary Members.
9. The rights and privileges of every Member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law.
10. (a) Applications for Membership shall be made in writing to the Secretary and shall be in such form as the Supervisory Board may from time to time prescribe.
(b) The Secretary shall submit applications to the Supervisory Board which shall elect or reject such applicant by ballot or otherwise.
(c) The Supervisory Board may require additional information before a decision on any application is made.
(d) The Supervisory Board shall not be required to furnish any reason for rejecting an applicant.

Cessation of membership

11. A Member may subject to paying any unpaid subscription contribution or levy for the then current year resign from Membership at any time by one month's notice in writing in that behalf given to the Secretary but without being entitled to any refund of contribution subscription or levy paid by him in respect of any period.
12. Upon the withdrawal or death of a Member his name shall be removed from the register of members.
13. A Member whose contribution subscription or levy is six months in arrears shall be deemed to have forfeited his claim to Membership and his name may be removed from the register of members by order of the Supervisory Board but he shall nevertheless continue to be liable to pay the arrears of contribution subscription or levy owed by him at the time of such removal of his name.
14. (a) A Member may be excluded from the Association by a resolution of a majority of at least two-thirds of the members of the Supervisory Board present and voting at a special meeting of the Supervisory Board at which not less than nine members of the Supervisory Board shall be present. Such Member shall have seven clear days' notice sent to him of the meeting of the Supervisory Board at which it is proposed to move any such resolution and he may attend the meeting and shall if he attends the meeting be entitled to be heard in opposition to the resolution.
(b) Before the meeting of the Supervisory Board is convened under this clause an invitation to resign shall be sent to the Member concerned.
(c) Any Member excluded from the Association under this Article may lodge an appeal with the Supervisory Board and shall thereupon have the right to demand that the matter shall be referred to three arbitrators one chosen by the



Supervisory Board one by the aggrieved party and one by the two arbitrators whose decisions shall be final any rule of equity notwithstanding. Such arbitrators shall have power by their award to annul the exclusion or to annul it subject to the performance of any conditions which the arbitrators may think fit to impose.

(d) A Member so excluded shall forfeit all claim to a return of the money (if any) paid by him to the Association on his admission as a Member or by way of annual or other periodic contribution subscription or levy as the case may be and shall cease to be a Member and his name shall be removed from the register of members but he shall remain liable to pay any arrears of contribution, subscription or levy owed by him at the time of his exclusion.

Officers

15. There may be a President of the Association who shall be elected by the members in general meeting and who need not be a member. No person occupying the office of President may hold the post for longer than one year without seeking re-election by the members in general meeting and no person may hold the office of President for a term longer than five consecutive years.
16. The Association shall have as its officers: the Chairman, the Vice-Chairman or (if so determined by the Supervisory Board under Article 20(b)) the two Vice-Chairmen, the Chief Executive, the Financial Director and the Secretary.
17. (a) The Chairman and the Vice-Chairman or (if so determined by the Supervisory Board under Article 20(b)) the two Vice Chairmen shall be elected at an annual general meeting for a minimum initial term of three years, subject to annual confirmation by the Supervisory Board. The Vice-Chairman or Vice-Chairmen shall be elected from among the individuals who are, or represent bodies which are, Members. The persons occupying such offices shall be eligible for re-election save that a retiring Chairman or Vice-Chairman who has held the same post for three or more years consecutively may only be re-elected to that post for a further consecutive term by special resolution of the Members.

(b) The Supervisory Board may fill any casual vacancy in the office of Chairman or Vice-Chairman by appointing thereto any individual who is willing to act and who, in the case of an appointment as Vice-Chairman, is, or represents a body which is, a Member and such individual shall hold such office only until the next annual general meeting of the Association. If not re-appointed at such annual general meeting, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(c) The Chief Executive and the Financial Director shall be elected by the Members at an annual general meeting and, once elected by Members, shall not be subject to retirement by rotation.

(d) The Supervisory Board may fill any casual vacancy in the office of Chief Executive or Financial Director by appointing thereto any employee or prospective employee of the Association who is willing to act and such employee or prospective employee shall hold office only until the next annual general meeting of the Association. If not re-appointed at such annual general meeting, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(e) In filling casual vacancies under Article 17(b) or 17(d), the Supervisory Board shall have regard to any recommendations made by any Committee established from time to time for the purpose of making such recommendations.
18. The Secretary shall be appointed by the Supervisory Board subject always to the provisions of these Articles and the Companies Act 1985.

The Supervisory Board

19. (a) Subject to Articles 19(b) and (d), the Supervisory Board shall consist of not less than eight and not more than fourteen individuals (including ex officio members) comprising:
 - (1) the Chairman, the Vice-Chairman or (if so determined by the Supervisory Board under Article 20(b)), the two Vice-Chairmen the Chief Executive and the Financial Director who shall be ex-officio members of the Supervisory Board;
 - (2) one individual who is an employee of the Association (the "Staff Director"); and
 - (3) up to nine or (if the Supervisory Board has determined under Article 20(b) that there shall be two Vice-Chairmen) eight individuals of whom up to nine or (if the Supervisory Board has determined under Article 20(b) that there shall be two Vice-Chairmen) eight shall be, or shall represent, bodies which are Members and of whom no more than two shall not be, or shall not represent, bodies which are Members (the "Non-executive Directors").

(b) Notwithstanding that the appointment causes the number of members of the Supervisory Board to exceed (or further exceed) fourteen, the Supervisory Board may appoint an individual (whether or not he is, or represents a body which is, a Member) to be a member of the Supervisory Board (an "Additional Director") provided that no more than two individuals may be so appointed and hold office as Additional Directors at any one time.



(c) An individual appointed as an Additional Director shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the Supervisory Board who are to retire by rotation at the meeting. If he is willing to act, he may be re-appointed at the meeting as a Non-executive Director. If he is not so re-appointed, he shall vacate office at the conclusion of the meeting.

(d) A majority of members of the Supervisory Board must be a representative of a User. Any appointment or election of a director that breaches this provision shall be void.

(e) If the Supervisory Board is not in compliance with Article 19(d) then, at the next meeting of the Supervisory Board, the Supervisory Board shall appoint such Non-Executive Directors pursuant to Article 21A and/or Additional Directors pursuant to Article 19(3)(b) such that Article 19(d) is complied with. If the Supervisory Board is unable or unwilling to appoint the requisite new directors, then the following directors shall resign as directors until Article 19(d) is complied with (the resignations to be in the following order):

- (i) The Staff Director;
- (ii) The Financial Director;
- (iii) The Chief Executive;
- (iv) The Additional Directors (unless they are a representative of a User);
- (v) The Vice-Chairman (or both of them if applicable) (unless they are a representative of a User); and
- (vi) Any Non-Executive Directors who are not a representative of a User.

Appointment of members of the Supervisory Board

20. (a) The Supervisory Board shall before each annual general meeting prepare nominations as follows:

(1) nominations of candidates whom they propose as suitable for election to the offices of President (provided that the Supervisory Board may decide to recommend that the post of President is not filled), and, if at or before the annual general meeting these offices shall become vacant, Chairman and Vice-Chairman (or, if the Supervisory Board so determines under Article 20 (b) Vice-Chairmen) of the Association for the ensuing term;

(2) nominations of employees or prospective employees of the Association whom they propose as suitable for election to the offices of Chief Executive and/or Financial Director if at or before the annual general meeting those offices or either of them is or will become vacant;

(3) a nomination of an employee of the Association whom they propose as suitable for election as the Staff Director if at or before the annual general meeting that position is or will become vacant; and

(4) nominations of candidates whom they propose as suitable to be elected as Non-executive Directors to fill vacancies arising at or before the annual general meeting. For the avoidance of doubt, no vacancy arises when an Additional Director vacates office.

(b) The Supervisory Board shall before preparing nominations under Article 20(a)(1) determine whether there shall be one office or two offices of Vice-Chairman during the period commencing at the annual general meeting referred to in Article 20(a). If the Supervisory Board determines that there shall be one such office, then there shall be nine members of the Supervisory Board who are Non-executive Directors for that period. If the Supervisory Board determines that there shall be two such offices, then there shall be eight members of the Supervisory Board who are Non-executive Directors for that period. If the effect of the determination of the Supervisory Board under this Article is a reduction in the number of members of the Supervisory Board who are Non-executive Directors from nine to eight then the Supervisory Board shall also determine which office of the Non-executive Directors who are retiring at the annual general meeting is to cease to exist (to the intent and effect that no vacancy arises on the retirement of a Non-executive Director from that office).

(c) In preparing the nominations referred to in Article 20(a), the Supervisory Board shall have regard to any recommendations made by any Committee established from time to time for the purpose of making such recommendations. The Supervisory Board may, if it thinks fit in an appropriate case, make more than one nomination for the same vacancy, having proper regard for the recommendation by any such committee.

(d) In relation to each annual general meeting, the Supervisory Board shall give not less than twenty eight days notice to Members of the date ("the Despatch Date") on which the Supervisory Board intends to send notice of that annual general meeting to Members. Such first mentioned date may be given as provided in Article 66 or may be given by its inclusion in any publication sent to Members by any mode of transmission.

(e) Any Member may nominate a candidate for election to the Supervisory Board as a Non-executive Director. Such nomination shall be:

- (1) made in writing;
- (2) signed by the person making it and by the nominee;



- (3) signed by or supplemented by a notice signed by some other Member to second the nomination; and
- (4) delivered to the Secretary fourteen days at least before the Despatch Date.

Such nomination shall be accompanied by a written undertaking by the nominee to serve if elected, provided that no such nomination shall be valid if the candidate so nominated is under any liability to the Association. For the avoidance of doubt only individuals nominated by the Supervisory Board shall be eligible for election as President, Chairman, Vice-Chairman or Vice-Chairmen, Chief Executive, Financial Director and Staff Director.

(f) No nomination made under Article 20(a) or Article 20(e) shall be valid if the nominee is an individual who may not be elected by reason of the provisions of Article 27A.

(g) At the time at which notice of an annual general meeting is given or (if not given at that time) not less than fourteen clear days before the date appointed for holding an annual general meeting, notice shall be given to all who are entitled to receive notice of the meeting of all candidates validly nominated under Article 20(a) or Article 20(e). Those candidates (and no others) may be proposed for appointment or reappointment to the offices to be filled or (as the case may be) as members of the Supervisory Board at that annual general meeting. The notice shall give the particulars of the individuals concerned which would, if they were appointed (or re-appointed) as officers of the Association or (as the case may be) as members of the Supervisory Board, be required to be included in the Association's register of directors. The notice shall specify whether the Supervisory Board considers the candidate to be a representative of a User, or not. Such determination by the Supervisory Board shall be in their sole discretion and not subject to challenge save in the case of manifest error.

21. If there is only one candidate for election as an officer of the Association or as Staff Director or if the number of candidates for election as Non-executive Directors does not exceed the number of vacancies, the candidate or (as the case may be) the candidates shall from the conclusion of the next annual general meeting be deemed to be duly elected unless such election would cause the Company to be in breach of Article 19(d) or at the meeting it is resolved not to fill the vacancy or all or any of the vacancies in question or unless a resolution for the election of a candidate is put to the meeting and lost.

21A (a) The Supervisory Board may appoint an individual who is willing to act to be a Non-executive Director, either to fill a vacancy or as an additional Non-executive Director, provided that the appointment does not cause the number of Non-executive Directors to exceed nine or (if the Supervisory Board has determined under Article 20(b) that there shall be two Vice-Chairmen) eight. A Non-executive Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Non-Executive Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(b) The Supervisory Board may fill any casual vacancy in the office of Staff Director by appointing thereto any employee of the Association who is willing to act and such employee shall hold office only until the next annual general meeting of the Association. If not re-appointed at such annual general meeting, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(c) In filling casual vacancies under Article 21A(a) or 21A(b), the Supervisory Board shall have regard to any recommendations made by any Committee established from time to time for the purpose of making such recommendations.

Resignation of members of the Supervisory Board

22. An officer of the Association or a member of the Supervisory Board may at any time resign office upon giving notice in writing to the Secretary of his intention to do so and such resignation shall take effect upon its acceptance by the Supervisory Board or one month after receipt of the notice whichever is the earlier.

23. No person shall be ineligible on account of his having attained or attaining the age of seventy or any other age to be or to continue to be an officer of the Association or a member of the Supervisory Board whether ex officio or by appointment, election or co-option and no officer of the Association or member of the Supervisory Board shall be required to vacate his office by reason of his age.

Rotation of members of the Supervisory Board

24. (a) At the annual general meeting in each year, such number of the Non-executive Directors as represents one third in number of all the Non-executive Directors, shall retire from office, or if their number is not three or a multiple of three, the number nearest to one third (but not exceeding one third).

(b) The Chairman, the Vice Chairman or (if there are two Vice-Chairmen) both Vice Chairmen and the Staff Director shall retire from office at the annual general meeting in the third year after the year in which they were elected.



(c) If an officer of the Association or a member of the Supervisory Board retiring by rotation under this Article 24 is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(d) Neither the Chief Executive nor the Financial Director nor any Non-executive Director who has (at the date for which the annual general meeting referred to in Article 24(a) has been convened) served as a Non-executive Director for a period of less than three years (or periods aggregating less than three years) shall be required to retire pursuant to this Article.

(e) The provisions of this Article 24 shall apply in addition and without prejudice to any other provision of these Articles pursuant to which officers of the Association or members of the Supervisory Board are required to retire at an annual general meeting.

25. The Non-executive Directors to retire in every year under Article 24 shall be those who have been longest in office since their last election but as between individuals who became members of the Supervisory Board on the same day those to retire shall be chosen by the Supervisory Board, having appropriate regard to the views of any sub-committee appointed for this purpose.
26. An officer of the Association or a member of the Supervisory Board retiring by rotation under Article 24 or retiring under any other provision of these Articles shall be eligible for re-election.
27. The Members at an annual general meeting at which officers of the Association and members of the Supervisory Board retire by rotation under Article 24 or under any other provision of these Articles or at which there are otherwise vacancies may fill up all the vacancies (whether arising by retirement or otherwise) by electing thereto the candidates referred to in Article 20.
- 27A. Notwithstanding any other provision of these Articles, no individual shall be elected or appointed as an officer of the Association or as a member of the Supervisory Board if he is an employee, director or member of the governing body of a corporation, association or other body of which a serving member of the Supervisory Board is an employee, director or member of the governing body.
28. (a) An officer of the Association or a member of the Supervisory Board shall vacate office:
- (1) if (being a Member or the representative of a body which is a Member) he or the body of which he is the representative shall cease to be a Member or shall be excluded or suspended for any period from Membership; or
 - (2) if (not being the Chairman) he shall be absent from the meetings of the Supervisory Board for more than twelve consecutive months without the consent of the Supervisory Board; or
 - (3) if he shall become bankrupt or suspend payment of his debts or compound with or make an assignment of his property or his debts for the benefit of his creditors; or
 - (4) if he shall suffer the appointment of a receiver or become of unsound mind; or
 - (5) if he shall be convicted of an offence of dishonesty; or
 - (6) if he shall resign in accordance with Article 22; or
 - (7) if he shall be removed from office by a resolution duly passed pursuant to section 303 of the Companies Act 1985; or
 - (8) if (being an employee of the Association) he ceases so to be an employee; or
 - (9) if (being the representative of a body which is a Member) he shall cease to be such representative; or
 - (10) if he shall become an employee, director or member of the governing body of a corporation, association or other body of which another member of the Supervisory Board is already an employee, director or member of the governing body.

Proceedings of the Supervisory Board

29. The Chairman shall be the chairman of the Supervisory Board.
30. In the event of any member of the Supervisory Board other than the Chairman being absent from the United Kingdom for a continuous period exceeding three months the Supervisory Board may appoint another member to act in his place during his absence. In the absence of the Chairman, the Vice-Chairman or (if there are two Vice-Chairmen), a Vice-Chairman nominated by the Supervisory Board shall act in his place whom failing the Supervisory Board shall elect a member of the Supervisory Board to act as chairman.



31. The Supervisory Board may act notwithstanding any vacancy in its numbers so long as the number of members of the Supervisory Board is not reduced below eight including ex officio members in which case it shall be entitled to act only for the purpose of appointing or arranging the election of new officers of the Association and/or new members of the Supervisory Board.
32. (a) The Supervisory Board shall meet at least three times a year.
- (b) The Chairman or any four members of the Supervisory Board may call a special meeting at any time.
- (c) Subject as aforesaid the Supervisory Board shall meet as often as may from time to time be fixed by the Supervisory Board.
- (d) The quorum necessary for the transaction of the business of the Supervisory Board may be fixed by the Supervisory Board and until otherwise fixed shall be six of whom not less than four are not Employed Directors. A meeting of the Supervisory Board at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Supervisory Board.
- (e) Questions arising at any meeting shall be determined by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.
- (f) The method of voting shall be by a show of hands.
- (g) Save that it shall not be necessary to give notice of a meeting of the Supervisory Board to any member thereof for the time being absent from the United Kingdom fourteen clear days' notice of every meeting of the Supervisory Board shall ordinarily be given to all members of the Supervisory Board, provided always that the Chairman shall have power at any time at his discretion to convene a meeting in case of urgency at not less than 24 hours' notice and may adjourn any meeting from time to time.
- (h) The President shall be entitled to receive notice of and attend and speak at meetings of the Supervisory Board but shall not be entitled to vote thereat.
- (i) Subject as aforesaid the members of the Supervisory Board may regulate their meetings and proceedings as they think fit.
33. All acts done by any meeting of the Supervisory Board or a Committee or by any person acting as a member of the Supervisory Board shall as regards all persons dealing in good faith with the Association (notwithstanding that there was some defect in the appointment of any member of the Supervisory Board or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote) be as valid as if every person had been duly appointed and was qualified and had continued to be a member of the Supervisory Board and had been entitled to vote.
34. A resolution in writing signed by all the members of the Supervisory Board or a Committee for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Supervisory Board or the Committee duly convened and held and may consist of several documents in a like form each signed by one or more of the members of the Supervisory Board or the Committee.
- 34A. A resolution to which all members of the Supervisory Board or a Committee have assented either in writing or using electronic communications to an address notified to them for the purpose by the Secretary shall be as effective as a resolution passed at a meeting of the Supervisory Board or the Committee duly convened and held. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

Powers of the Supervisory Board

35. Subject always to the provisions of these Articles the administration direction and management of the affairs of the Association shall be vested in the Supervisory Board which in addition to the powers and authorities expressly conferred upon it by these Articles may exercise all such powers and do all such acts and things as may be exercisable or done by the Association and are not hereby expressly directed or required to be exercised or done by the Association in general meeting.
36. Without prejudice to the general powers conferred upon the Supervisory Board by the last preceding Article the Supervisory Board shall have the following powers:



- (a) To appoint such officers employees servants or agents for temporary or permanent employment or special services in the United Kingdom or elsewhere as it may from time to time think fit and to determine their powers and duties and to fix their salaries fees and emoluments (if any) and to require security in such instances and to such amount as it thinks fit and to suspend or dismiss any of them as the occasion may require and to pay or provide pensions and like benefits for past employees or their widows or dependants.
 - (b) To appoint any person or persons to accept and hold in trust for the Association any property belonging to the Association or in which it is interested or for any other purposes and to execute and do all such acts deeds documents and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association its officers employees servants or agents or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
 - (d) To make and give receipts releases and other discharges for money payable to the Association and for the claims and demands of the Association.
 - (e) To invest place on deposit and deal with any of the monies of the Association not immediately required for the purposes thereof upon real securities or in the purchase of freehold or leasehold hereditaments in the United Kingdom or in or upon any other investments or securities which the Supervisory Board thinks fit whether or not under the general law for the time being in force such investments or securities are authorised investments for trustees. Provided however that in the case of any property which may be subject to any trusts the same shall be dealt with or invested only in such manner as may be allowed by law having regard to such trusts.
 - (f) Subject to the provisions of these Articles from time to time make vary and repeal regulations for the administration of the affairs of the Association, its officers, employees and servants.
 - (g) To issue sign draw endorse negotiate transfer and assign all cheques bills drafts promissory notes securities and instruments negotiable and non-negotiable to operate on the Association's banking accounts.
 - (h) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name of and on behalf of the Association as it may consider expedient.
 - (i) To pay all the costs and expenses of and incidental to any of the aforesaid matters and things.
 - (j) Generally to adopt such other means both in the United Kingdom and elsewhere as it may think fit for carrying out the objects of the Association from time to time.
 - (k) To determine how and by whom any such power shall be executed, operations effected documents signed or things done.
 - (l) To arrange at its discretion for the union alliance or incorporation of any other company association institution or body having objects similar to those of the Association and also if it thinks fit to remit or reduce the entrance fees contributions subscriptions or levies of the members of such other body at the time of union alliance or incorporation.
 - (m) To exercise all the powers of the Association to borrow money and to mortgage or charge its property and undertaking or any part thereof on such terms and for such purposes as it shall think fit.
- 36A. (a) The Supervisory Board may delegate any of its powers and functions to any committee or committees consisting of such individuals as the Supervisory Board may appoint ("Committees").
- (b) Not less than one of the members of each Committee shall be a member of the Supervisory Board.
 - (c) The Supervisory Board may, and a Committee, if it is so authorised by the terms of the delegation made to it, may delegate to any officer of the Association such of its powers and functions as it considers desirable to be exercised by him. For the avoidance of doubt, such delegation may include any power or function conferred on the Supervisory Board by these Articles.
 - (d) Any delegation made under the foregoing provisions of this Article may be made subject to any conditions which the Supervisory Board or (as the case may be) the Committee may impose, and either collaterally with or to the exclusion of its own powers and functions and may be revoked or altered at any time without notice.
 - (e) The Supervisory Board may make such rules for the regulation of the proceedings of Committees (consistent with the provisions of these Articles) as it thinks fit and may vary or revoke such rules at any time without notice.



(f) The Supervisory Board may (but shall not be obliged to) appoint a Committee (to be called "the Operating Board") to which it may delegate such of its powers and functions in relation to the operational management of the business of the Association as it may think fit.

Specialist groups

37. (a) The Supervisory Board may at its discretion from time to time establish groups of Members ("Specialist Groups") for the purpose of making recommendations to the Supervisory Board or (if it is appointed) the Operating Board in relation to matters within the remits given to them by the Supervisory Board or for the purpose of representing to the Supervisory Board or (if it is appointed) the Operating Board, the views of particular groups of Members with an interest in common and may at its discretion dissolve any such Specialist Groups.

(b) Each Specialist Group shall be constituted and its affairs shall be carried on in accordance with these Articles and any regulations made by the Supervisory Board from time to time and its decisions shall not be binding upon the Supervisory Board or the Association until approved and adopted by the Supervisory Board.

Secretary

38. The powers and duties of the Secretary unless and until otherwise defined, amended or limited by the Supervisory Board shall consist of and include the following:

(a) To keep the register of members and to make all proper and necessary entries therein.

(b) To enter or cause to be entered in the minute books of the Association all proceedings of the Association, of the Supervisory Board and of all Committees and to take due care that all letters papers and documents of every kind connected with the business of the Association are properly filed and preserved.

39. Unless and until otherwise determined by the Association in general meeting the Secretary need not be a Member.

Remuneration

40A. The officers of the Association shall be entitled to such remuneration as the Supervisory Board may determine and, unless otherwise determined, the remuneration shall be deemed to accrue from day to day.

40B. The Supervisory Board may enter into an agreement or arrangement with each of the Chairman, the Chief Executive and the Financial Director for his employment by the Association or for the provision by him of any services outside the ordinary duties of a member of the Supervisory Board. Any such agreement or arrangement may be made upon such terms as the Supervisory Board determines and the Supervisory Board may remunerate each of them for his services as it thinks fit.

40C. The Supervisory Board may provide benefits, whether by payment of gratuities or pensions or by insurance or otherwise, for any individual who was Chairman or an Employed Director and for any member of his family (including a spouse or a former spouse) or any person who is or was dependent on him and may (as well before as after he ceases to be Chairman or an Employed Director) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

40D. The remuneration, benefits and terms of employment of an employee of the Association elected as the Staff Director shall not be affected or varied by reason of his election.

Expenses

40E. Members of the Supervisory Board and members of Committees may, if the Supervisory Board so determines, be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Supervisory Board or Committees or general meetings or otherwise in connection with the discharge of their duties.

General meetings

41. All general meetings and the annual general meetings of the Association shall be conducted in accordance with the Companies Act 1985.

42. The Chairman may whenever he thinks fit and the Secretary shall on the requisition in writing of not less than five members of the Supervisory Board or of not less than one tenth of the Members who are entitled to vote at general meetings forthwith proceed to convene a general meeting of the Association and in the case of such requisition the following provision shall have effect: The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office and may consist of several documents in like form each signed by one or more requisitionists.

43. All general meetings shall be called by at least fourteen clear days' notice or otherwise in accordance with the general provisions of the Companies Acts (as amended, and as applicable to this company) and annual general meetings shall be called by at least 21 clear days' notice.



44. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to all the Members and to the members of Supervisory Board and the Auditors.
45. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

Proceedings at general meeting

46. The business of the annual general meeting shall be to receive and consider the accounts and the reports if any of the Supervisory Board and of the Auditors, to elect officers of the Association, members of the Supervisory Board and the Auditors and to transact any other business which under these Articles ought to be transacted at the annual general meeting.
47. The quorum of a general meeting shall be twenty Members personally present and entitled to vote or twenty members (not necessarily present in person) voting by their proxy who is in attendance.
48. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of business.
49. If within an hour following the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those Members who are present shall be a quorum and may transact the business for which the meeting was called.
50. The chair shall be taken by the Chairman and in his absence the Vice-Chairman or (if there are two Vice-Chairmen) a Vice Chairman nominated by the Supervisory Board whom failing if no member of the Supervisory Board be present or if all the members of the Supervisory Board present decline to take the chair then the Members present shall choose one of their number to be chairman of the meeting.
51. Not Used.
52. Every question submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a Member.
53. At any general meeting a declaration by the chairman of the meeting that a resolution has been carried or carried 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 such resolution.
54. The chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
55. At all general meetings every Member not disqualified from voting other than a person who holds a salaried office in the Association shall have one vote.
56. (a) Subject to Article 47 above, from time to time, the Supervisory Board may frame and issue regulations entitling Members to record their votes by proxy (such proxy being a Member) and to regulate and from time to time to rescind or vary the procedure and prescribe the conditions of voting by proxy and such regulations shall have the force and effect of regulations of the Association.

(b) Any corporation or unincorporated association which is a Member may from time to time nominate one individual as its representative who shall exercise on behalf of the Member the voting powers enjoyed by the Member under these Articles.

Register of members

57. The register of members to be kept by the Secretary pursuant to these Articles shall contain the names addresses occupations (if any) or descriptions of the Members the date of election of each Member and the date on which he ceases to be a Member.
58. The Association may print a list of Members and all or any of the said particulars and circulate the same to Members and may also publish the same either generally or to such persons and in such manner as the Supervisory Board may think fit.



The seal

59. The Supervisory Board shall provide for the safe custody of the Seal. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Supervisory Board and in the presence of at least two members thereof and of the Secretary or such other person as the Supervisory Board may appoint for the purpose. Every such instrument shall be signed by two members of the Supervisory Board and the Secretary or other person as aforesaid in whose presence the Seal is affixed. Notwithstanding the above any document instrument or interest executed by the Association shall be equally as valid as if executed using the seal if it is signed by two members of the Supervisory Board with the authority of the Supervisory Board.

Accounts

60. Until otherwise determined by the Association in general meeting, the financial year of the Association shall run from the 1st July to 30th June in each year.
61. The Supervisory Board shall cause proper books of account to be kept at the office or at such other place or places as the Supervisory Board shall think fit. The books of account shall always be open to the inspection of all members of the Supervisory Board.
62. Once at least in every year the Supervisory Board shall lay before the Association in general meeting proper accounts for the period since the preceding accounts signed by two members of the Supervisory Board and certified by the Auditors.
63. Such accounts shall be accompanied by a report of the Supervisory Board as to the state of the affairs of the Association.
64. A copy of the accounts and the report shall not less than twenty-one days before the meeting be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder. Provided that at the discretion of the Supervisory Board the accounts and report may be laid on the table at meetings without being circulated to Members.

Auditor

65. (a) The Association shall at each annual general meeting appoint an Auditor being a chartered or incorporated accountant to hold office until the next annual general meeting.
- (b) A person other than a retiring Auditor shall not be capable of being appointed Auditor at an annual general meeting unless notice of intention to nominate that person to the office of Auditor has been given by a Member entitled to vote not less than twenty-eight days before the annual general meeting.
- (c) The Supervisory Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor if any may act. Any Auditor so appointed shall hold office until the next annual general meeting.
- (d) The remuneration of the Auditor shall be fixed by the Association in general meeting except that the remuneration of an Auditor appointed before the first annual general meeting or an Auditor appointed to fill a casual vacancy or in any other case where a general meeting fails to fix the remuneration may be fixed by the Supervisory Board.
- (e) None of the following persons shall be qualified for appointment as Auditor:
- (1) a member of the Supervisory Board or an officer of the Association or the Secretary;
- (2) a person who is in the employment of a member of the Supervisory Board or an officer of the Association or the Secretary.
- (f) The Auditor shall make a report to the Members on the accounts examined by him on every balance sheet laid before the Association in general meeting during his tenure of office and the report shall state:
- (1) whether or not he has obtained all the information and explanations he has required, and
- (2) whether in his opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the affairs of the Association according to the best of his information and the explanations given to him and as shown by the books of the Association.
- (g) Every Auditor of the Association shall have a right of access at all times to the books accounts and vouchers of the Association and shall be entitled to require from the Supervisory Board and officers such information and explanation as may be necessary for the performance of the duties of the Auditor.
- (h) The Auditor shall be entitled to attend any general meeting of the Association and to make any statement or explanation he desires with respect to the accounts.



Notices

- 65A Any notice and accompanying documentation to be given to or by any person pursuant to these Articles shall be in writing or shall be given using electronic communications in conformity with Section 7 of the Electronic Communications Act to an address for the time being notified for that purpose to the person giving the notice. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications. All communications sent electronically shall be deemed to be delivered on the same day that they are sent.
66. Subject to Article 65A above a notice required to be given under these Articles may be given by the Association to any Member and the Auditor personally or by sending it by post to him at his registered address or (if he has no registered address in the United Kingdom) to the address if any within the United Kingdom supplied by him to the Secretary for the giving of notices to him or by giving it using electronic communications to an address for the time being notified to the Association by him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting an envelope containing the notice. These articles are generally deemed to include the recommendations of the Institute of Chartered Secretaries and Administrators (referred to as the ICSA) regarding electronic communications with Members but the Supervisory Board shall be permitted to modify the ICSA best practice relating to electronic communications where modification is deemed appropriately to be in the best interests of the membership.

Indemnity

67. Subject to the provisions of the Companies Act 1985 every member of the Supervisory Board, every officer of the Association and the Secretary shall be entitled to be indemnified by the Association against all costs charges losses expenses and liabilities incurred by him in or in relation to the execution and discharge of his duties.