

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

BRITISH JEWELLERY, GIFTWARE AND FINISHING FEDERATION

(as amended by Special Resolution passed on the 10 June 2004)

1. The name of the Company is "British Jewellery, Giftware and Finishing Federation (hereinafter "**Federation**)".
2. The registered office of the Federation will be situated in England.
3. The objects for which the Federation is established are to do all or any of the following things for the purpose of attaining the objects if and so far as allowed by law, and observing and performing whatever may be required by law in order legally to carry out such objects:
 - (a) to promote the interests of the trades represented by the trade associations which compromise the divisions of the Federation and the Members and Associate Members of the Federation as persons carrying on such trades. Such trade associations are hereinafter called "**Federated Associations**";
 - (b) to provide such services to Members and Associate Members of the Federation and to the businesses carried on by them as will benefit such Members and Associate Members or the trades carried on by them;
 - (c) to encourage other trade associations to join the Federation;
 - (d) to encourage and assist Federated Associations to increase their membership, develop their influence, extend their activities and act as spokesmen for their trade;
 - (e) to promote the consideration and discussion of all questions affecting the Federated Associations and/or their Members and Associate Members;

- (f) to give the Legislature and any departments thereof and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in the trades represented by the Federated Associations as regards matters directly or indirectly affecting such trades and to petition, confer and communicate with all or any such authorities in regard to the same;
- (g) to originate and promote improvements in the law and to support or oppose alterations therein for the benefit of the Federated Associations and/or their Members and Associate Members and for the purposes aforesaid to petition Parliament, Government Departments and other Authorities and to take such other steps and proceedings as may be deemed expedient;
- (h) to promote, watch over and protect the home and overseas trades of the Members and Associate Members of the Federation and to join in or assist in defending and prosecuting claims and proceedings against or by Members or Associate Members of the Federation in circumstances when such joining in or assisting is in the opinion of the Board of the Federation conducive to the attainment of the objects;
- (i) to print, publish, edit, issue and circulate, or to procure the printing, publishing, editing, issuing and circulating of, magazines relating to the trades represented by the Federated Associations and such papers, reports, periodicals, books, circulars and other literary undertakings of interest to all or any of the trades represented by the Federated Associations as may seem conducive to any of these objects and to solicit advertising for any such publication;
- (j) to promote, organise or support and to procure the promotion organisation or support of exhibitions, fairs, displays, conferences and seminars in relation to all or any of the trades represented by the Federated Associations;
- (k) to improve and elevate quality in manufacture in all or any of the trades represented by the Federated Associations and the technical and general knowledge of persons engaged in or about to engage in all or any of such trades or in any employment, manual or otherwise, in connection therewith and with a view thereto to provide for the delivery of lectures and the holding of classes and schools and institutes and to found and support the same either in whole or part and also to test by examination or otherwise the competence of such persons and to award such diplomas, distinctions and certificates, as may on the face of them express that they only certify the results of an examination held on behalf of the Federation and to institute and establish or join in instituting and establishing scholarships, grants, rewards and other benefactions;
- (l) to promote excellence in design and manufacture in all or any of the trades represented by the Federated Associations and just and honourable practice in the conduct of business and to suppress malpractices and so far as is lawful to initiate, conduct and join in initialling such prosecution, bankruptcy, liquidation and other proceedings, both criminal and civil, against any persons, firms or companies and to bear the expense thereof either in whole or in part;

- (m) to establish form and maintain libraries, collections of models, designs, drawings and other articles of interest to all or any of the trades represented by the Federated Associations;
- (n)
 - (i) to conduct inquiries, collect information, search registers and records and to collate all relevant facts regarding the financial status, commercial standing and creditworthiness of persons, firms and companies engaged in business and to report such facts to Members and Associate Members of the Federation and to such other persons as subscribe to the services of the Federation where such Member, Associate Member or other person trades or proposes to trade with the subject of such report; and
 - (ii) to collect trade debts for Members and Associate Members of the Federation or such other persons as subscribe to the services of the Federation and to instruct, on behalf of such Members, Associate Members or other persons, solicitors, bailiffs or other professional persons or agents engaged in the business of debt collection;
- (o) to act as trustees (including trustees in bankruptcy), guarantors, agents and in such other capacity as may seem conducive to any of the objects of the Federation and either alone or with others and on such terms as may seem desirable;
- (p) to arrange and promote the adoption of equitable forms on contract, training, apprenticeship and other indentures and documents used in all or any of the trades represented by the Federated Associations and to encourage and undertake the settlement of disputes by arbitration and to act as and nominate arbitrators and experts;
- (q) to negotiate terms and conditions and to enter into binding agreements and undertakings with any trade union on behalf of any Member or Associate Member of the Federation for or concerning the employment of any such Member's or Associate Member's employees;
- (r) to establish, subsidise, promote, co-operate with, become a member of, act as or appoint agents and delegates for control of and to manage, superintend, lend monetary assistance to or otherwise assist any association incorporated or not incorporated with objects altogether or in part similar to those of the Federation;
- (s) to found, establish, undertake, superintend, administer and contribute to any education art and technical school and classes and institutions and any charitable or benevolent funds from whence salaries or remunerations may be paid or donations or advances made to teachers, masters and deserving persons who may be engaged in educational or art and technical work or may have been engaged in all or any of the trades represented by the Federated Associations or connected with any persons engaged therein and to subscribe to, contribute to or otherwise assist any charitable or benevolent institutions or undertakings;

- (t) to admit any persons to be Members or Associate Members of the Federation on such terms and to confer on them such rights and privileges as may seem expedient;
- (u) to borrow any monies required for the purposes of the Federation upon such terms and on such securities as the Federation shall think fit;
- (v) to purchase, take, lease, exchange, hire or otherwise acquire and to erect, maintain and alter any real and personal property and any rights or privileges necessary or convenient for the purpose of the Federation and to provide buildings, rooms and other facilities for the holding of Meetings of Creditors, Arbitration Meetings, Sales of Property and other meetings of benefit to the Members of the Federation and the attainment of these objects;
- (w) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Federation;
- (x) to acquire and hold shares or other securities in any companies where the services provided or products manufactured or sold would in the normal course of a Member's or Associate Member's business be used by or purchased by such Member or Associate Member and where it would be of advantage to the Members or Associate Members of the Federation for the business of such companies to be to any degree under the control or ownership of the Federation whether as a result of the Federation being able to control the price at which such services or products would be offered to Members and Associate Members of the Federation or as a result of the profits arising from the business of such companies with Members or Associate Members or with other persons firms or companies being available to the Federation;
- (y) to invest the monies of the Federation not immediately required upon such securities or otherwise in such manner as the Federation shall think fit;
- (z) to employ and pay solicitors, accountants and all such other persons as it may be deemed desirable to consult in all or any matters relating to the objects of the Federation;
- (aa) to make donations to any recognised charity whether within the United Kingdom or abroad;
- (bb) to establish and support or aid in the establishment and support of associations and institutions, pensions and other schemes, funds and trusts calculated to benefit employees and ex-employees of the Federation or its Members and Associate Members or the dependants of such persons or any other persons who in the opinion of the Federation are deserving of such treatment and to grant pensions, gratuities and allowances or to make payment towards insurance of any such persons;
- (cc) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them provided that the Federation shall not impose on its Members or

Associate Members or support with its funds or otherwise or attempt to procure the observance by its Members, Associate Members or others of any regulation which if an object of the Federation would make it a trade union;

and it is hereby declared that the objects specified in each of the sub-clauses of this clause 3 shall be regarded as independent objects and accordingly shall not be limited or restricted (except where otherwise expressed in such sub-clauses) by reference to or inference from the terms of any other sub-clause or the name of the Federation.

4. The income and property of the Federation whencesoever derived shall be applied solely towards the objects of the Federation as set forth in this Memorandum of Association.
5. Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Federation contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding five pounds. For the avoidance of doubt, the provisions of this clause 5 shall not apply to Associate Members,
6. If upon the winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever (hereinafter "**distributable property**"), the same shall be paid to or distributed among the Members of the Federation or to another institution or institutions having objects similar to those of the Federation or as determined by Members in general meeting at or before the time of such dissolution. For the avoidance of doubt, Associate Members shall not have the right to participate in distributable property.

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

- of -

BRITISH JEWELLERY, GIFTWARE AND FINISHING FEDERATION

(as amended by Special Resolution passed on the 10 day of June 2004)

INTERPRETATION

1. The following words and phrases shall where the context admits bear the following meanings, namely:-

"the Act"	shall mean the Companies Act 1985 as amended by the Companies Act 1989.
"Annual General Meeting"	a meeting of Members of the Federation to be held once in each year.
"the Annual Subscription Rate"	shall mean the annual subscription rate pursuant to Article 24.
"Benevolent Society"	means the BJGF benevolent society recognised by the Federation.
"the Board" "the Officers" "the Committee" and "Director"	shall mean respectively the Board of Directors, the Officers the Federal Standing Committee, and any member of the Board of Directors for the time being of the Federation.
"Committee"	shall mean any committees of the Federation with powers delegated by the Board.
"Extraordinary General Meeting"	any other meeting of Members of the Federation other than the Annual General Meeting.
"the Federated Associations"	shall mean the divisions of the Federation, each comprising a trade association representing a particular trade or area of trade which are at the date of the adoption of these Articles the British Jewellers' Association, The Giftware Association, the Surface Engineering Association, the Jewellery Distributors' Association of the United Kingdom, the Art Metalware Manufacturers' Association and the British Luggage and Leathergoods Association.

"the Federation"	shall mean "British Jewellery, Giftware and Finishing Federation" being the Company.
"In writing"	shall mean written or printed or partly the one or partly the other.
"Month"	shall mean calendar month.
"National Committee"	shall mean the National Committee or other executive body of a Federated Association with power to manage such Federated Association in accordance with the provisions of these Articles as delegated by the Board.
"Table A"	shall mean Table A in the Companies (Tables A to F) Regulations 1985.
"Table C"	shall mean Table C in the Companies (Tables A to F) Regulations 1985.
"Trade Association"	shall mean an association affiliated to a Federated Association.

Words importing the masculine gender shall include the feminine and vice versa.

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations.

The headings are for the purposes of convenience and reference only and shall in no way be construed as affecting the meaning of these Articles.

The clauses contained in Table C shall apply to the Federation save for clauses 37, 41, 42, 43, 46, 62, 76, 81, 92, 101 and 109 of Table A as adopted by Table C and save in so far as they are otherwise excluded or modified by implication of the terms hereof.

MEMBERS

- 2.1. The membership of the Federation shall consist of the Members as defined in Article 3.1. below.
- 2.2. The Federation shall operate by way of Federated Associations (being divisions of the Federation)
- 2.3. Associate Members (as defined in Article 3.2. below) shall not, as such, be members of the Federation unless they shall also be Members as defined in Article 3.1. below.
- 3.1. "The Members" shall consist of:-
 - (a) those persons who on the date of the adoption of these Articles are the Members of the Federation;

- (b) such other persons as the Federated Association to which such Members are to become affiliated shall admit to membership on behalf of the Federation (including Trade Association members) provided that such persons shall not have become Members until they have paid in full their admission fee and first subscription in accordance with Article 27;
- (c) any other person as the Board shall in its discretion admit to membership on such terms and conditions as it considers fit; and
- (d) all past Presidents who by virtue of having held the office of President shall be Members for life;

Provided that every person who wishes to become a Member shall deliver to the Federation an application for membership in such form as the Directors require duly executed by him.

3.2. The "Associate Members" shall consist of :-

- (a) such persons as the Federated Association to which such Associate Members are to become affiliated shall admit to Associate Membership of that Federated Association; and
- (b) such persons as the Board shall admit to Associate Membership of the Federation.

provided that such persons shall not have the rights of Associate Members set out herein until they have paid in full their admission fee in accordance with Article 27 and first subscription as shall be determined by the National Committee of the Federated Association to which such persons are to become affiliated, such subscription thereto being at a rate lower than the Annual Subscription Rate for Members fixed by the Board in accordance with Article 26.

3.3 An Associate Member shall be entitled to:-

- (a) use the services and facilities provided by and the privileges of the Federated Association to which he is affiliated as shall be determined from time to time by the National Committee of such Federated Association;
- (b) use the services and facilities provided by and the privileges of the Federation as shall be determined from time to time by the Board; and
- (c) receive notice of and attend any Extraordinary General Meeting of the Federation.

For the avoidance of doubt Associate Members shall have no rights or entitlement in respect of the Federation save as expressly provided in these Articles.

3.4 Trade Association members shall be entitled to:

3.4.1 be appointed by the Federated Association to which they are affiliated to be a Board representative;

3.4.2 be proposed for election to the Board by the general membership at the AGM.

- 3.5. Notwithstanding the foregoing provisions an Associate Member shall not for the avoidance of doubt be entitled to:-
- (a) hold any office within the Federation, nor shall any representative of an Associate Member be entitled to hold any office save in each case the office of Secretary as provided in Article 61; or
 - (b) make any representations (written or oral) or vote at any Extraordinary General Meeting of the Federation.
4. Each Member and Associate Member shall be affiliated to at least one Federated Association unless he is a Member by virtue of clause (a) of Article 3.1 and is not at the time of the adoption of these Articles so affiliated or unless he is admitted to membership pursuant to clause (c) or (d) of Article 3.1.
5. No person shall be admitted to membership pursuant to clause (b) of Article 3.1 above or admitted to Associate Membership pursuant to Article 3.2 above unless he shall have made written application in the form agreed between the National Committee of each Federated Association and the Board and until such written application shall have been lodged with the Board.
6. Each Federated Association will have the power to award Honorary Associate membership of that Federated Association for meritorious contribution ("Honorary Associate Member"). For exceptional recognition a Federated Association may submit to the Board a recommendation for Honorary Associate membership of the Federation but such membership shall be at the Board's absolute discretion.
7. An Honorary Associate Member of a Federated Association shall have the same rights as an Associate Member.
8. Associate membership or Honorary Associate membership of a Federated Association does not imply Associate or Honorary Associate membership of the Federation.

THE POWERS OF FEDERATED ASSOCIATIONS

9. Each Federated Association shall be governed by the provisions of the Memorandum and Articles of the Federation. In addition it shall adopt from time to time bye-laws for the regulation of the conduct of its affairs and these bye-laws shall not contradict the provisions of the Memorandum and Articles. Such bye-laws shall be adopted or amended only with the approval of 75% of the Members affiliated to the Federated Association voting in person or by proxy at a meeting called for such purpose. In order to satisfy the Board that the bye-laws conform with the Memorandum and Articles such bye-laws shall be submitted to the Board at least 30 days prior to their adoption or amendment.
10. The National Committee of each Federated Association shall deal with and exercise executive powers in all matters strictly and only appertaining to the business of its respective Federated Association provided that where such dealing with or exercise of such executive powers is likely to adversely affect the Federation or any other Federated Association it shall obtain prior agreement with the Board. The National Committee shall furnish reports of its proceedings to the Board and to the Federal Standing Committee. In particular a Federated Association may acting by its National Committee but subject to the proviso above:-
- (a) promote the interests of its affiliated Members and Associate Members;

- (b) decide upon the affiliation or otherwise to it of a Trade Association;
- (c) decide upon the particular conditions with which prospective Members and Associate Members and Trade Associations who wish to be affiliated with it must comply;
- (d) Admit and accept prospective members and Honorary Associate Members to the membership of the Federation and Associate Members and Honorary Associate Members to the membership of the Federated Associations subject to them having made written application in the form agreed between the National Committee of each Federated Association and the Board and such written application having been lodged with the Board and subject to the requirements of clause (b) of Article 3.1.
- (e) recommend that Members and Associate Members affiliated to it be expelled in accordance with Article 34 hereof;
- (f) change its name with the prior approval of 75% of the Members affiliated to the Federated Association voting in person or by proxy at a meeting called for such purpose and, where the name to be adopted may conflict with the name of or area of trade represented by any other Federated Association, with the prior approval of the Board;
- (g) decide upon which of the business and administrative services offered by the Federation are to be used by it;
- (h) use the funds allocated to it in the Federation's books of accounts, it being understood that the Federated Association will use its best endeavours to avoid a deficit balance in its annual revenue operating budget and results;
- (i) fix such annual subscription as it sees fit for those Members and Associate Members affiliated to it provided that in the case of Members it shall not be less than the Annual Subscription Rate or in the case of Associate Members not less than the agreed Associate Member subscription rate percentage for the time being in force and fixed in accordance with Article 25;
- (j) undertake its own publicity at its own expense;
- (k) negotiate industrial agreements on behalf of those Members and Associate Members affiliated to it;
- (l) promote training schemes, seminars, study courses, initiate research, hold, support or promote exhibitions, publish literature, endow scholarships, make awards and hold social functions on its own behalf;
- (m) negotiate with the Government and other public bodies;
- (n) devise and implement membership recruitment schemes;
- (o) require the Federation to employ full or part time staff on the Federation's standard conditions of employment; and
- (p) undertake such other activities as are delegated to it by the Board.

TRADE ASSOCIATIONS

- 11 A Federated Association not financially viable over a three year period shall:
- (a) forfeit its status as a Federated Association;
 - (b) became a Trade Association affiliated to a Federated Association; and
 - (c) forfeit the right to appoint a Director to the Board as its representative.

WITHDRAWAL OF FEDERATED ASSOCIATIONS

12. If in any three month period 75% or more of the Members affiliated to one Federated Association ("the Withdrawing Members") withdraw from the Federation and join together in forming a trade association independent from the Federation then the Federation will on receipt of written notice from each such Member confirming these circumstances pay to the said trade association a proportion of the funds of the Federation allocated to the Federated Association in question in the books of account of the Federation equal to the proportion of all the Members affiliated to the Federated Association in question represented by the Withdrawing Members.

OFFICERS

13. The Officers of the Federation shall consist of a President a Deputy President (who shall normally be the immediate past President) and a Vice-President.

THE BOARD OF DIRECTORS

14. The Board shall consist of the Directors (three of whom shall be the Officers) appointed pursuant to Articles 15 and 16 and elected pursuant to Article 17 provided that the maximum number that can be elected pursuant to Article 17 shall be such number as results in the Board consisting of no more than twelve Directors at the date of election. The Board may increase the maximum number of Directors to reflect any increase in the number of Federated Associations entitled to nominate Directors pursuant to Article 16 below. No person shall be eligible to be a Director unless such person is:-

- (a) a Member; or
- (b) a director, officer or employee of a corporate Member; or
- (c) a partner or employee of a partnership Member; or
- (d) a Board appointee

and no person shall be eligible to be a Director whilst in the paid employment of the Federation.

15. The Board of Directors shall be entitled to appoint two directors who shall be eligible to serve in accordance with Article 17. The Board shall be entitled to withdraw such appointments upon service of notice in writing.

16. Each Federated Association with a minimum of 60 members affiliated to it as at 31 December in each calendar year shall be entitled to appoint one Director by each such Federated Association's National

Committee giving the Board notice in writing of the proposed appointee, such appointee's appointment being subject to acceptance by the Board. Such appointment shall take effect from the subsequent Annual General Meeting and shall be for one year in the first instance and shall be eligible for reappointment for two years and a further three year period provided that the maximum period of service as a Director without break shall be six years,

16. (a) Federated Association National Committees will be entitled to withdraw such appointment upon service of notice in writing to the Board except that if such a Director is elected to serve as an Officer his appointment shall not be withdrawn without prior agreement in writing of the Board.

17. The remaining Director(s) shall (subject as provided in Article 14) each be elected by Members at the Annual General Meeting of the Federation to serve for one year in the first instance and shall be eligible for re-election for further two year periods. A Director so elected (subject to Article 17(a) below), shall be eligible for re-election provided that he shall not serve as a Director for longer than 6 years without a break, such period to include any period of casual vacancy. Upon the expiry of a 6 year appointment whether continuous service or otherwise a Director shall vacate office for a minimum period of 1 year after which a Director may be re-elected for a further term limited to 1 year in the first instance and one further two year period. Nothing in this Article shall prevent an Officer completing his three years of service.

17. (a) Notwithstanding Article 17 above, the office of a Director shall be vacated upon:

- (i) the expiry of his term of appointment unless such Director is reappointed or re-elected in accordance with these Articles;
- (ii) the expiry of six years in which any Director appointed after the date of the passing of this resolution, has held appointment or been elected, in either case notwithstanding any attempt to reappoint or re-elect such Director.

17. (b) Nothing in this Article 17 shall prevent an existing Director as at the date of this resolution serving as a Director for up to 9 years without a break.

18. (a) Any casual vacancy arising among the Directors appointed by the Federated Associations shall be filled by the Federated Association concerned in the manner set out in the Article 16 above.

(b) Any casual vacancy arising among the elected Directors may be filled by the Board until the next following Annual General Meeting of the Federation.

(c) Appointments and elections of Directors shall take effect as provided in Article 57 and 58

POWERS OF THE BOARD

19. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Federation shall be managed by the Board who may exercise all the powers of the Federation. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special

power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers duties, authorities and discretions exercisable by the Board.

20. A resolution signed by all Directors entitled to notice of Board meetings shall be effective as a resolution duly passed as if at a Board meeting.

21. In the event that a Director fails to meet the performance standards expected from a member of the Board:-

- (a) in the case of a Director appointed by a Federated Association the matter will be referred to the Federated Association for a course of action to be agreed; and
- (b) in the case of an elected Director, the Board shall meet to consider the appropriate action (if any) to be taken.

22. The Board may from time to time appoint and provide regulations for Committees shall appoint the Chairman of such Committees and may delegate to such Committees such of its powers and duties as it deems expedient. Any person though not a Member of the Federation may be appointed a member of any such Committee. The President for the time being of the Federation shall be an ex-officio member of all such Committees.

THE FEDERAL STANDING COMMITTEE

23. The Federal Standing Committee will consist of the Officers, ie the President, Vice President and Deputy President and the members of the Chairmen's Consultative Committee, ie the Chairmen or their deputy of each Federated Association. The Federal Standing Committee will meet not less than twice per annum. The President may nominate a past Officer to deputise for an Officer unable to attend.

24. The Federal Standing Committee shall in an advisory capacity be able to:-

- (a) propose to the Board such policies as it thinks fit;
- (b) act as a forum for discussion between the Federated Associations; and
- (c) evaluate and comment upon the operation of the Federation's trading departments.

25. Without prejudice to the powers conferred by or the restrictions imposed by these Articles the Federal Standing Committee shall be consulted by the Board before decisions are taken on the following matters and any other matters as and when the Board considers such consultation desirable:-

- (a) the fixing of the Annual Subscription Rate where the Board is proposing to increase such rate over the rate in force in respect of the previous financial year by more than the latest published official rate of inflation over the immediately preceding 12 month period;
- (b) any change in the location of the business premises of the Federation;
- (c) the acquisition or disposal of or merger with any company or firm or the acquisition or disposal of the undertaking and business of any company or firm unless such consultation would constitute a breach of the regulations of The International Stock Exchange of the United

Kingdom and the Republic of Ireland Limited or any other regulatory or statutory body to which the Federation may be subject;

- (d) the provision of any new services or cessation of any existing services;
- (e) the setting up of any new trading departments or closure of any existing trading departments;
- (f) any change in the Federation's Memorandum and Articles of Association; and
- (g) the entry of any new trade association as a Federated Association.

ADMISSION FEES AND SUBSCRIPTIONS

26. Prior to the commencement of each financial year of the Federation the Board shall fix the minimum Annual Subscription Rate for membership under Clauses (a) and (b) of Article 3.1. and agree the Associate Member subscription rate which will be set at an agreed percentage of the full membership subscription rate and duly notify the National Committee of each Federated Association of its decision.

27. Each prospective Member or Associate Member shall pay an admission fee to the Federation of an amount not less than that determined from time to time by the Board immediately upon being informed that subject to payment of such admission fee and the relevant appropriate annual subscription he has been admitted to Membership or Associate Membership as appropriate.

28. Each prospective Member and Associate Member shall pay to the Federation such annual subscription as the Federated Association to which the Member or Associate Member is affiliated has determined in accordance with clause (i) of Article 10.

29. Annual subscriptions for Members and Associate Members are due on each 12 month anniversary of membership. No Member or Associate Member shall be entitled to the privileges or the services of the Federation if his annual subscription is more than one month overdue and no direct debit mandate has been received in a year when the Federation has offered monthly direct debit as an alternative method of payment. If a Member's or Associate Member's annual subscription is not paid within one month of the date due the Board will give notice to the Chairman of the National Committee of the Federated Association to which such Member or Associated Member is affiliated of its intention to cancel the Membership or Associate Membership on the expiry of one month from the date of such notice and if payment is not forthcoming during that period unless the Board is given to its satisfaction a good reason for not cancelling such membership then the Member or Associate Member in question shall cease to be a Member or Associate Member of the Federation, but any subscription both current and overdue and any other amounts due to the Federation shall remain due and payable.

30. A copy of the Memorandum and Articles of Association of the Federation and a certificate of membership shall be sent to each newly admitted Member without charge. An Associate Member and Honorary Associate shall not be so entitled.

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

31. The Officers shall be elected by the Board and the appointments shall be presented to the Annual General Meeting of the Federation and take effect as provided in Article 57. Only members of the Board shall be eligible for election as Officers.

31. (a) Notwithstanding Article 17, on appointment as an Officer a Director will not be required to stand for re-election until termination of his period in office.

32. An individual standing for election or re-election as a Director at an Annual General Meeting pursuant to Article 17 shall be; (a) recommended by the Board to the Federal Standing Committee or (b) nominated by the Federal Standing Committee (c) nominated by the Federated Association to which they are affiliated to the Federal Standing Committee or (d) nominated for election by a Member accompanied by 25 endorsements from Members giving notice to the secretary of the Federation prior to the 28th February immediately prior to the Annual General Meeting together with a notice in writing from such nominee stating that he is willing to be so nominated and such nomination shall be subject to the approval of the National Committee of the nominee's Federated Association and the approval of the Federal Standing Committee and the Board of Directors.

33. The election of Directors shall be by ballot of those present or represented by proxy. The ballot papers shall indicate which of the names thereon have been recommended by the Federal Standing Committee and which have been nominated by a Member.

33. (a) A person nominated or recommended for election as a Director must stand for election in Annual General Meeting regardless of the number of vacancies available.

RESIGNATION AND EXPULSION OF MEMBERS AND ASSOCIATE MEMBERS

34. Any Member or Associate Member may at any time withdraw from membership or associate membership of the Federation by giving to the Secretary at the office of the Federation 3 months' notice in writing of his intention so to do. Upon the expiration of such notice he shall cease to be a Member or Associate Member of the Federation but his liability if any to contribute to the funds of the Federation in the event of its being wound-up shall continue for 1 year from the expiration of the relevant notice and he shall also be liable notwithstanding such cessation of membership or Associate Membership to pay and he shall forthwith pay to the Federation all money owing pursuant to these Articles at the time of such cessation of membership or associate membership. Upon receipt of such notice of withdrawal from membership the Federation have the right (but only in the event of gross misconduct) to immediately withdraw the Member or Associate Members right to use the Federation's facilities and related privileges of membership.

35. The Board may and, upon receipt of such a recommendation from the National Committee of the Federated Association to which such Member or Associate Member is affiliated unless the Board has good reason for considering such recommendation unreasonable, shall by 3 months' notice in writing require any Member or Associate Member to withdraw from the Federation and unless at the meeting hereinafter referred to it shall be resolved that such notice be withdrawn the Member or Associate Member so required to withdraw shall at the expiration of such notice cease to be a Member or Associate Member and shall forthwith forfeit all the rights and benefits of membership or associate membership as appropriate. Provided that:-

- (a) the notice served on the Member or Associate Member shall state why such withdrawal is required; and
- (b) within the aforesaid period of 3 months the Member or Associate Member shall be given the opportunity of appearing before a meeting of the Board or where a recommendation was made by a Federated Association's National Committee before a meeting of such National Committee and of making a defence

and unless the notice shall so state and the Member or Associate Member shall have been given such opportunity such notice shall be void and of no effect.

36. If any Member or Associate Member of the Federation is adjudicated a bankrupt, or being a corporation enters into liquidation otherwise than a voluntary liquidation for the purposes of amalgamation or reconstruction or makes any arrangement with his creditors for the payment of his debts by less than one pound in the pound or ceases for any reason to be affiliated to at least one Federated Association he shall thereupon cease to be a Member or Associate Member of the Federation and the Secretary shall so advise him by registered post and his name shall forthwith be removed from the Register of Members and Associate Members but at the discretion of the Board such Member or Associate Member may be subsequently reinstated to membership or associate membership or affiliation.

37. No proportion of the current year's subscription shall in any case be returnable to a Member or Associate Member or allowed to be set off against any debt owed to the Federation on termination of membership or associate membership.

REGISTER OF MEMBERS AND ASSOCIATE MEMBERS

38. A register of Members and Associate Members shall be kept by the Secretary at the office of the Federation.

MANAGEMENT

39. The management and administration of the Federation shall be vested in the Board and the management and administration of each Federated Association shall subject to these Articles of Association be delegated by the Board to the National Committee of that Federated Association.

PROCEEDINGS OF THE BOARD

40. Meetings of the Board shall be called at such time and place as may be agreed by the Board provided that 14 days notice in writing of any meeting shall be given to the Directors unless at least 75% of the Directors consent to such meeting being held upon less than 14 days notice. Special meetings of the Board may be called at any time on the written request of any 3 Directors provided that 14 clear days previous notice in writing of such special meeting stating generally the business to be brought before that meeting shall have been given by the Secretary to the Directors.

41. The President shall be entitled to act as Chairman of every meeting of the Board. If the President is not present the Deputy President shall be entitled to act as Chairman and if he is not present the Vice-President shall be entitled to act as Chairman and if none are present or if those who are decline to act as Chairman the Directors present shall choose one of their number to be Chairman of such meeting.

42. Any Committee appointed by the Board shall meet to deal with such matters as have been delegated to it as often as may be necessary and the Board may make alter and revoke such regulations for the convening and holding of committee meetings and for the proceedings of committee meetings as the Board may from time to time think fit. Subject as aforesaid and to any regulations made by the Board hereunder every Committee shall regulate its own procedure.

43. At all meetings of the Board the quorum shall be not less than 5 Directors. At meetings of any Committee the quorum shall be such number of members of such Committee as may be determined by the Board.

44. All questions before the Board or any Committee shall be decided by a majority of the votes of the Directors or members of such Committee present and voting thereat, and in the case of an equality of votes the Chairman of such meeting shall be entitled to a second or casting vote.

45. No proceedings or resolutions of the Board or of any Committee shall be invalidated or questioned by reason only of the existence of any vacancy or vacancies in its membership or the subsequent discovery of the disqualification of or irregularity in the appointment of any member or members or by reason of the accidental omission to give any member or members notice of any meeting or the non-receipt by any member or members of notice of any meeting.

DISQUALIFICATION FROM HOLDING OFFICE

46. Any Director or member of a National Committee or any other body established in accordance with these Articles shall vacate his office if that Director or member:-

- (a) without having disclosed his interest in the arrangement to the Board pursuant to Section 317 of the Act, holds any office of profit under the Federation. Any such arrangement shall be reported to the members at the next following AGM; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under Sections 296, 297, 298, 299 and 300 of the Act; or
- (d) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) resigns his office by notice in writing to the Federation; or
- (f) participates in or votes at a Board, National Committee or Committee meeting with regard to any contract, transaction or arrangement or proposed contract, transaction or arrangement in which he is interested or any matter arising therefrom having failed to declare to the Board National Committee or Committee the nature of his interest pursuant to Section 317 of "the Act"; or

- (g) ceases to be a Member of the Federation or ceases to be a Director principal officer or employee of a corporate Member or ceases to be a partner in or employee of a partnership Member or if such corporate or partnership Member itself ceases to be a Member of the Federation; or
- (h) in the case of a Director appointed by a Federated Association has his appointment withdrawn by such Federated Association or if that Federated Association ceases to be a Federated Association.

A Director may participate in and vote at Board meetings with regard to any contract, transaction or arrangement or proposed contract, transaction or arrangement in which he is interested or upon any matter arising therefrom and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, transaction or arrangement or proposed contract, transaction or arrangement is under consideration provided that he has declared to the Board the nature of his interest pursuant to Section 317 of "the Act".

PROCEEDINGS AT EXTRAORDINARY GENERAL MEETINGS

47. An Extraordinary General Meeting of the Federation to be called the Annual General Meeting shall be held annually not later than the month of June in each year.

48. The following is to be considered the ordinary business of an Annual General Meeting:-

- (a) the presentation of the Officers elected by the Board;
- (b) the announcement of the appointments of Directors by Federated Associations pursuant to Article 16;
- (c) the election of Directors pursuant to Article 17;
- (d) the consideration of the annual accounts of the Federation and the reports prescribed by the Act for the past year; and
- (e) the appointment or re-appointment of Auditors and the fixing of their remuneration.

49. An Extraordinary General Meeting of the Federation may be convened at any time by resolution of the majority of the Directors or on the requisition in writing of not less than 50 of the Members of the Federation to transact such special business as shall be specified in the notice convening the meeting. This Article is without prejudice to the provisions of Section 368 of the Act.

50. At an Annual General Meeting any Member may move a resolution dealing with any matter concerning or arising out of the objects of the Federation provided always that he gives written notice to the Secretary of the terms of his proposed resolution such proposed resolution to be accompanied by 25 endorsements from Members and received by the Secretary not later than 28th February proceeding the Annual General Meeting in question.

51. Notice of any Extraordinary General Meeting shall be posted to each Member and Associate Member at his address which is on the Register of Members and Associate Members at least 21 clear days prior to the Meeting specifying the place, the day and the time of the Meeting and in the case of special business the

general nature of that business. The accidental omission to give notice to or the non-receipt of notice by any Member or Associate Member shall not invalidate the proceedings at any Extraordinary General Meeting. The provisions of this Article are subject to the provisions of Section 378 of the Act relating to special resolutions.

52. 20 Members present in person shall be a quorum at an Extraordinary General Meeting. If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon a requisition of Members shall be dissolved. In any other case it shall be adjourned to the same day in the next week (or if that day be a holiday to the next working day thereafter) and at the same time and place as the original meeting. At the adjourned meeting the Members present, whatever their number, shall constitute a quorum.

53. The Chairman of an Extraordinary 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.

54. The President of the Federation if present shall be entitled to preside as Chairman at all Extraordinary General Meetings of the Federation, and if the President be absent for 15 minutes after the time fixed for the commencement of the meeting, or is unwilling to take the chair the Deputy President, if then present, or after him the Vice-President, and if they are then absent or unwilling to take the chair any Director or if no Director is present any Member shall be elected by the majority of Members present to be Chairman. In all cases of equality of voting the Chairman of the meeting shall have a second or casting vote.

55. At all Extraordinary General Meetings of the Federation questions shall be decided by a poll or show of hands, and the decision of the Chairman of the meeting as to the result shall be final except when a poll is demanded by at least 5 Members personally present or by the Chairman of the meeting, but no poll shall be taken on the appointment of a Chairman of the meeting, and it shall be at the discretion of the Chairman to take a poll when demanded, either at once or to adjourn the meeting for a period not exceeding 7 days for the purpose.

56. Each Member shall have one vote at any Extraordinary General Meeting of the Federation.

57. Votes may be given in person or by proxy. The instrument appointing a proxy (in a common form as the Board may approve) shall be deposited at the office of the Federation not less than 24 hours before the time appointed for the holding of the meeting or adjourned meeting (as the case may be) at which the person named as proxy proposes to vote and in default the instrument of proxy shall be treated as invalid. An instrument of proxy shall be deemed to confer authority to join in demanding a poll.

58. The Officers and the Directors appointed pursuant to Articles 15 and 16 and Article 30 and elected pursuant to Article 17 shall (subject as provided in Article 58) enter into office and be deemed to be the Officers and Directors immediately upon completion of the respective items of business at the Annual General Meeting as specified in Article 47.

59. The Directors appointed by Federated Associations to fill casual vacancies shall enter into office immediately upon receipt by the Federation of the notice of appointment pursuant to Article 16 and Directors appointed by the Board pursuant to Article 18 (b) shall enter into office forthwith on such appointment.

MINUTES

60. Correct minutes of the proceedings of every meeting of the Federation and of the Board and Committees shall be recorded in books kept for the purpose by the Secretary or such other person as the Board may from time to time appoint. Minutes of Extraordinary General Meetings if signed by the Chairman of the meeting to which they refer or by any person present thereat and appointed by the Board to sign the same in his place shall be received as conclusive evidence of the facts and proceedings therein stated and reported. Minutes of all other meetings shall be confirmed at and signed by the Chairman of the meeting of that body next following the meeting to which such minutes refer and shall thereafter be received as conclusive evidence of the facts and proceedings stated and reported therein respectively.

SECRETARY

61. There shall be a Secretary of the Federation who shall be appointed and may be removed by the Board. A Member or Associate Member of the Federation as well as a non-Member of the Federation shall be eligible for the office of Secretary.

ACCOUNTS AUDIT AND REPORT

62. The Board shall cause true accounts to be kept of all sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Federation and of the assets, credits and liabilities of the Federation.

63. The books of account of the Federation shall be kept at the office of the Federation for the time being or at such other place or places as the Board thinks fit.

64. The Members of the Federation may inspect the books and accounts of the Federation at all times during business hours, subject to any reasonable restrictions as to the time and manner of such inspection which may be imposed by the Board.

65. Such of the funds of the Federation not for the time being required to meet its objects may at the discretion of the Board be placed on deposit at any bank approved by the Board, or invested in any investment for the time being authorised by the Board.

66. At each Annual General Meeting of the Federation the reports prescribed by the Act on the state and condition of the Federation's affairs shall be presented with a duly audited balance sheet and profit and loss account made up to a date not more than 6 months before the date of such meeting and such accounts shall commence from the date to which the last preceding report and accounts were brought up.

67. A copy of every such balance sheet together with copies of the profit and loss account and the reports prescribed by the Act shall be sent to each Member and Associate Member not less than 21 clear days before the date of the Annual General Meeting before which they are to be laid.

AUDITORS

68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

69. All notices to be given under the provisions of these Articles shall be sent by second class prepaid post or delivered by hand and if given to the Federation shall be addressed to the Secretary of the Federation at the office of the Federation and if given to the Members and Associate Members to their respective registered addresses.

70. Any notice sent by post shall be deemed to have been served 72 hours after it shall have been posted and in proving such service it shall be sufficient to show that the same was properly addressed, prepaid and posted by second class post.

INDEMNITY

71. Every member of the Board or of any Committee and the Secretary and every other officer and servant shall be indemnified by the Federation against and it shall be the duty of the Board out of the funds of the Federation to pay all costs, losses and expenses which any such member of the Board, officer, servant or person as aforesaid may incur or become liable to by reason of any contract entered into or act or deed done by him in his capacity as such member of the Board, officer, servant or person as aforesaid in any way in the discharge of his duties including travel expenses. The provisions of this Article shall only have effect subject to the provisions of Section 310 of the Act.

* * * *

Signed by the Chairman for the purposes of identification:

Dated: