

COMPANIES ACTS, 1908 to 1917.



A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requisitions of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as *The Manufacturing Confectioners' Alliance*
(Incorporated) of British Cocoa Chocolate Sugar
Confectionery and Ice Manufacturers Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Leonard J. Blatch

I Frank Slater Aldrich
of Alderman's House, Bishopsgate in the
City of London Solicitor

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation,"
or
"A director [or
"Secretary] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am ^(a) Solicitor of
the High Court engaged in the formation

of The Manufacturing Confectioners' Alliance
(Incorporated) of British Cocoa, Chocolate, Sugar
Confectionery and Jam Manufacturers

Limited, and That all the requisitions of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

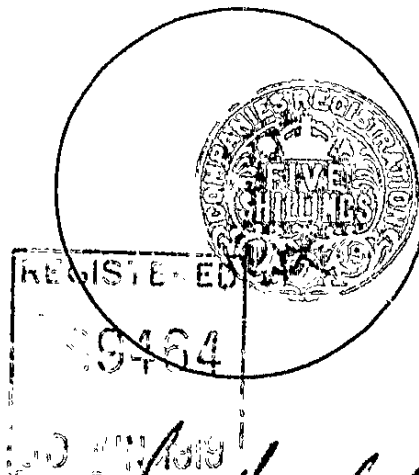
Declared at N^o. 7 'Devonshire'
Square in the City
of London
the 17th day of June
one thousand nine hundred and nineteen

Before me,

F. Slater Aldrich

156562

COMPANIES ACTS, 1908 AND 1913.



A 5 -
Companies'
Registration
Fee Stamp
to be
impressed
here.

CONSENT to act as Director of

*the Manufacturing
Confectioners' Alliance (Incorporated) of British
Cocoa, Chocolate, Sugar Confectionery and
Jam Manufacturers*

Limited,

to be signed and filed pursuant to S. 72 (1) (i) of the Companies

(Consolidation) Act, 1908 (S. Edw. 7 Ch. 69).

PRINTED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

*Leonard & Satchell
allermann, & Co
Bishopsgate*

To the Registrar of Joint Stock Companies:—

(a) Here insert:
"I" or "We."
(b) Here insert:
"My" or "Our."

(a) *We*, the undersigned, hereby testify (b) *our* consent to

act as Directors of *the Manufacturing Confectioners' Alliance*
(Incorporated) of *British Cocoa Chocolate Sugar*
Confectionery and Jam Manufacturers Limited,

pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

* If a Director signs
by "his agent authorised
"in writing," the
authority must be pro-
duced and is copy filed.

* Signatures.

Address.

Description.

Sydney W. Russell

Isleworth, Surrey

Manufacturing Confectioner

W. S. R. Smith

The Homestead, York...

Cocoa & Chocolate Manufacturer

Ed. Boyd

Cardstock, Lyndhurst, London NW3

Manufacturing Confectioner

Francis W. ...

...

Manufacturing Confectioner

S. Matheson

Highgate Road, London NW5

Manufacturing Confectioner

...

Western Bank, 11, Pall Mall

Manufacturing Confectioner

...

32, E. ...

Manufacturing Confectioner

Andrew Buchanan

Dean House, Helmsbury

Manufacturing Confectioner

Algernon Fry

43 Albert Court, S.W.7

Cocoa & Chocolate Manufacturer

...

Heaviley, Stockport

Manufacturing Confectioner

H. S. ...

...

Manufacturing Confectioner

Horace Wacker

Greenbank, Bristol

Chocolate Manufacturer

Alex. Young

Homelia, Pwllheli, Anglesey

Manufacturing Confectioner

...

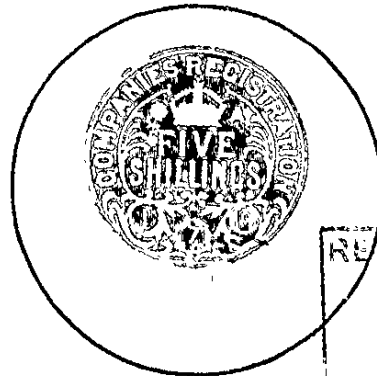
...

Manufacturing Confectioner

Dated this *17th* day of *June* 191*9*

150562

THE COMPANIES ACTS, 1908 & 1913.



A 5/-
Companies'
Registration
Fee Stamp
to be
affixed

REGISTERED
19465
10 NOV 1913

List of the Persons who have consented to be Directors of

The Manufacturing Confectionists Alliance (Incorporated)
of British Cocoa Chocolate Sugar Confectionery and
Jam Manufacturers Limited,

to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (8 Edw. 7 c. 69).

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' SEAMENERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Leonard & Blatch
Alderman's House
2 Bishopsgate St

10 Nov 1913

To the Registrar of Joint Stock Companies:—

(a) Here insert "I" or
"We."

(a) We, the undersigned, hereby give you notice, pursuant

to s. 72 (2) of the Companies (Consolidation) Act, 1908, that the

following persons have consented to be Directors of the Manufacturing Confectioners' Alliance (Incorporated) of British Cocoa Chocolate Sugar Confectionery and Jam Manufacturers Limited,

Name.	Address.	Description.
Savall Sydney M	11 Rue, Surley Lane, Sursey	Manufacturing Confectioner
Reynolds D Siebhorn	The Homestead, York	Cocoa & Chocolate Manufacturer
Ward James	Woodhead, Lytham & Garstang	Manufacturing Confectioner
Macdon Stanley	Orlando, Haveridge	Manufacturing Confectioner
Davies George E	Lowest Head, Bristol	Manufacturing Confectioner
McLatherson George	7 Crescent Road, Chingford	Manufacturing Confectioner
Bennister John	Water Bank, Sheffield	Manufacturing Confectioner
Ward R Just	32 Elm Avenue, London	Manufacturing Confectioner
Buchanan Andrew	100 St. John, Melbourne	Manufacturing Confectioner
Wing Algernon	103 Albert Court, St 7	Cocoa & Chocolate Manufacturer
Horn John	Woodley, Stockport	Manufacturing Confectioner
Horton H J	Aldercombe, The Chase	Manufacturing Confectioner
Wacker Horace	Worcesters Hill N 21	Manufacturing Confectioner
Young Alexander	Greenbank, Bristol	Chocolate Manufacturer
	Henley, Royal Avenue	Manufacturing Confectioner
	Barrow, Glasgow	& Chocolate Maker.

Signature, Address and
Description of Applicant
for Registration.

James W. W. W.

W. W. W. W.

Bishopsgate, E.C. 3

Secretary of the Company

Dated this

17

day of

June

1919

WHEREAS it has been proved to the Board of Trade that
"THE MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)
OF BRITISH COCOA, CHOCOLATE, SUGAR CONFECTIONERY, AND
JAM MANUFACTURERS" which is about to be registered under the

Companies Acts 1908 to 1917, as an Association limited by guarantee, is
formed for the purpose of promoting objects of the nature contemplated by
the 20th Section of the Companies (Consolidation) Act, 1908, and that it is
the intention of the said Association

that the income and property of the Association whencesoever derived shall
be applied solely towards the promotion of the objects of the Association as set
forth in the Memorandum of Association of the said Association

and that no portion thereof shall be
paid or transferred, directly or indirectly, by way of dividend or bonus or
otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
Association

as subscribed by eight members thereof on the sixteenth day
of May 1919, do by this their licence direct
"THE MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)
OF BRITISH COCOA, CHOCOLATE, SUGAR CONFECTIONERY, AND
JAM MANUFACTURERS"
to be registered with limited liability, without the addition of the word
"Limited" to its name.

SIGNED by order of the Board of Trade, this twentieth day
of May 1919.

H. M. Win Earls

Controller of the Companies Department,
Authorised in that behalf by the
President of the Board of Trade.

C. No. 100.

THE COMPANIES ACTS 1903 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL
DIVIDED INTO SHARES.

Memorandum of Association

(OF THE

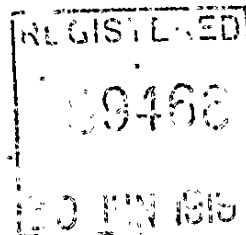
MANUFACTURING CONFECTIONERS' ALLIANCE
(INCORPORATED) OF BRITISH COCOA, CHOCO-
LATE, SUGAR CONFECTIONERY, AND JAM
MANUFACTURERS

*Presented for filing
by Leonard J. Dill
Alderman's House
His Majesty's Clerk* EC 2

156562



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THE COMPANIES ACTS 1908 TO 1917.

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL
DIVIDED INTO SHARES.**

Memorandum of Association

OF THE

**MANUFACTURING CONFECTIONERS' ALLIANCE
(UNINCORPORATED) OF BRITISH COCOA, CHOCOLATE,
SUGAR CONFECTIONERY, AND JAM
MANUFACTURERS**

1. The name of the Association is "The Manufacturing Confectioners' Alliance (Incorporated) of British Cocoa, Chocolate, Sugar Confectionery, and Jam Manufacturers."

2. The Registered Office of the Alliance will be situate in England.

3. The objects for which the Alliance is established are:—

(a) To promote by all lawful means the welfare of the British Cocoa, Chocolate, Sugar Confectionery, and Jam Trades or Industries in all matters other than industrial.

(b) To create and maintain a public opinion favourable to the Confectionery and Allied Trades in any of their branches; to diffuse and procure information, consider, originate and support improvements in the manufacture of confectionery and cognate articles, and to this end to promote or oppose Bills in Parliament, to hold meetings, public and private, and to carry on propagandist work, and to subscribe to, become a member, and to co-operate with any other association whose objects are altogether or in part similar to those of this Alliance.

- (c) To enter into arrangements with any public authority that may seem conducive to the Alliance's objects or any of them, and to obtain from any such authority, any rights, privileges and concessions which the Alliance may think it desirable to obtain, and to carry out, exercise, or comply with, any such arrangements, rights, privileges and concessions.
- (d) To promote research and other scientific work in connexion with the trades or industries enumerated in the title.
- (e) To prepare, edit, print, publish, issue, acquire and circulate, books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them, and to establish and maintain a Bureau of Information for the benefit of Members of the Alliance.
- (f) To encourage the discovery of, and investigate and make known the nature and merits of inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Alliance for any of the purposes of the said trades or industries or any of them, and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardization marks, whether for general or special purposes, with a view to the use thereof by Members of the Alliance and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (g) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom Members and other persons engaged in the said trades or industries may have occasion to deal and to provide information of the character aforesaid to traders, whether Members of the Alliance or not, and either gratuitously or otherwise.
- (h) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist any associations and institutions and other bodies incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its Members. Provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which Members of the Alliance collectively hold more than one-twentieth part of the

capital or are entitled to more than one-twentieth part of the distributable profits.

- (j) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- (k) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.
- (l) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries, or merely one or more particular parts or sections of the said trades or industries or any of them, and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Members or groups of Members as may be expedient.
- (m) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Alliance, or by mortgage or charge of all or any part of the property of the Alliance.
- (n) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (o) To invest the moneys of the Alliance not immediately required in any one or more of the modes of investment for the time being authorized by law for the investment of trust moneys and in such manner as may from time to time be determined.
- (p) Subject to the provisions of the 19th Section of the Companies (Consolidation) Act, 1908, to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances, and any rights or privileges necessary or convenient for the purposes of the Alliance, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Alliance, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Alliance.
- (q) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- (r) To take over the liabilities (if any) of the Manufacturing Con-

fectioners' Alliance, Ltd., and also any of its assets which may be transferred to and may be lawfully vested in the Incorporated Alliance.

- (c) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Alliance or the dependents or connexions of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (d) To procure the Alliance to be registered or recognized in any part of the British Empire or in any foreign country or place.
- (e) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1909, Section 1.

Provided also that the Alliance shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Alliance, would make it a trade union.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance or to any Member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member of the Alliance, but so that no Member of the Council or Governing Body of the Alliance shall be appointed to any salaried office of the Alliance or any office of the Alliance paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Alliance to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance, provided that nothing hereinbefore contained shall prevent any payment to any Railway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a member of the Council may be a member, or to any corporate body of which a member of the Council may be a member or shareholder holding less than one-hundredth part of its capital, and Members shall

not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any Member of the Alliance, whether a member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Alliance.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Alliance in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7. The liability of the Members is limited.

8. Every ~~ordinary~~ Member of the Alliance undertakes to contribute to the assets of the Alliance, 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 Alliance 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 contributors amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Alliance 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 Alliance, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Alliance, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Alliance under or by virtue of Clause 4 hereof. such institution or institutions to be determined by the Members of the Alliance, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the property credits and liabilities of the Alliance, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of

the balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Alliance in pursuance of this Memorandum of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

W.B.
 Sydney Woods & Co. Pascall, 100, Blackfriars Road London S.E.1, Manufacturing Confectioners
 Horace Wuehler, Greenbank, Bristol. Chocolate Manufacturers
 Maureen Macdonald, 16 Eastcheap, E.C.3 Manufacturing Confectioners
 James Boyd 15 Eastcheap E.C.3 Manufacturing Confectioners
 George Mathison Clarnick Confectionery Works, Victoria Park, London E.9 Manufacturing Confectioners
 Richard Algernon Fry Lever Street E.C.1 Cocoa & Chocolate Manufacturers
 Benjamin Bartholomew Brown Cocoa Works York Green Chocolate Manufacturers
 George Edward Davies Greenbank Bristol Manufacturing Confectioners

Dated the 16th day of May 1919

Witness to the above signatures,

Augustus Somers Field Secretary

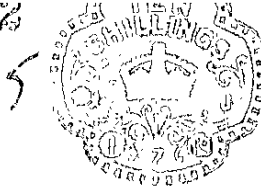
9 Queen Street Place
 London E.C.4

Assistant Secretary

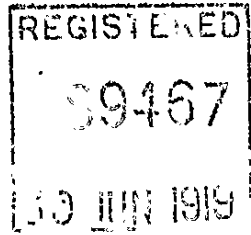
The alterations in clause 8 of the above Memorandum of Association by the striking out of the word 'ordman' and in the signatory clause by the deletion of the words "an Alliance" and the substitution thereof of the words "a Company" were made by me with the written consent of all the signatories to the Memorandum & Article of Association.

Augustus Somers Field Secretary

150502



7



THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A CAPITAL
DIVIDED INTO SHARES.

Articles of Association

OF THE

MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED) OF BRITISH COCOA, CHOCOLATE, SUGAR CONFECTIONERY, AND JAM MANUFACTURERS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto.

"The Companies Acts" means the Companies Acts, 1908 to 1917, and every other Act incorporated therewith or any Act or Acts of Parliament amending the same.

"Month" means calendar month.

"The Alliance" means the Manufacturing Confectioners' Alliance (Incorporated), of British Cocoa, Chocolate, Sugar Confectionery, and Jam Manufacturers.

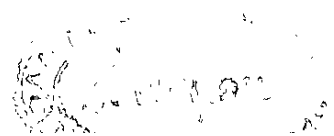
"The Office" means the registered office of the Alliance.

"The Council" until the election of the first Council means the Signatories, and thereafter means the Council of Management of the Alliance.

"In Writing" and "Written" include printing, lithography, and typewriting and all other modes of representing or reproducing words in visible form.

Words which have a special meaning assigned to them in the Companies Acts have the same meaning in these presents.

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MEMBERS.

2. For the purpose of registration the number of Members of the Alliance is declared to be 100, but the Council may register an increase in the number of Members whenever and as often as it thinks fit.

3. The Alliance is established for the purposes expressed in the Memorandum of Association.

4. The subscribers hereto shall be the first Ordinary Members, and, subject as hereinafter mentioned, it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.

5. The membership of the Alliance shall consist of persons and corporate bodies with the following status :—

- (a) Ordinary Members who shall be the signatories of the Memorandum of Association and those British subjects carrying on business as manufacturers of Cocoa, Chocolate, Sugar Confectionery, Jam and cognate articles, and those British Corporations carrying on business as aforesaid who shall be elected as Members of the Association in manner hereinafter provided.
- (b) Associate Members who shall be manufacturers of Cocoa, Chocolate, Sugar Confectionery, Jam and cognate articles, not necessarily British subjects, and shall pay such subscription as the Council may from time to time decide.
- (c) Allied Members who shall be manufacturers or importers of or dealers in the materials used in the above-mentioned trades, and shall pay such subscription as the Council may from time to time decide.

Provided always that an Ordinary Member must be a British subject or a corporate body registered in Great Britain or Ireland or obtaining its Charter from the Government of these countries and, in all cases where capital is divided into shares, having three-fourths of the issued capital owned by British subjects in their own right entitling the holders thereof to not less than three-quarters of the voting power of the Company, provided also that any member ceasing to fulfil the requisite conditions of membership shall *ipso facto* cease to be a Member.

6. The following provisions shall have effect with respect to the Alliance, and in case of any conflict between the provisions of this Article and those of any other Article the provisions of this Article shall prevail :—

A. Every application for ordinary membership of the Alliance shall be accompanied by :—

- (1) In the case of an application made by an individual, a declaration by the applicant stating whether he is or is not a British subject, and whether he has or has not ever taken an oath of allegiance or otherwise become a citizen or subject of any, and if so, what, foreign Sovereign or State; and, if a British subject, whether he is a natural-born British subject, or a British subject by naturalization or otherwise, and, if naturalized, whether he remains for any purpose in the allegiance of any, and if so, what, foreign Sovereign or State.
- (2) In the case of an application made by a corporation, a declaration made on behalf of the corporation by the secretary or other officer authorized in that behalf stating whether the corporation is a foreign corporation or a corporation under foreign control.

And in either case the Council may, before electing any Member, require such further evidence as it shall in its absolute discretion think necessary in support of any such declaration.

B. In the event of its being proved to the satisfaction of the Council that the declaration to be made under Clause A. is untrue, the Council shall by resolution (which shall be final and conclusive and not subject to question by any person on any ground whatever) exclude such Member from membership, and upon such resolution being passed such Member shall cease to have any interest in the Alliance and shall have no claim against the Alliance or the Council or any of its Members in respect thereof.

C. The Council shall not elect to ordinary membership any foreigner or foreign corporation or corporation under foreign control.

D. If at any time an Ordinary Member shall cease to be a British subject or shall come in any way directly or indirectly under the control or directions of, or become in the opinion of the Board of Trade subject to the influence of, any foreign State, body, person or corporation, or corporation under foreign control, the Council may at any time and shall at the request of the Board of Trade serve on the Member in question a notice in writing requiring such Member to retire from the Alliance, and upon such notice being given, such Member shall *ipso facto* cease to be a Member of the Alliance, and shall not be eligible for re-election as a Member.

E. In the event of any Ordinary Member ceasing to be a British subject or coming in any way directly or indirectly under the control or directions of any foreign State, body, person or corporation, or corporation under foreign control, he shall within thirty days disclose the fact to the Council, and failure to make such a disclosure within such period shall render the Member liable to exclusion in the manner provided by Clause B hereof.

F. Clauses A, B, C, D, and E shall not apply to individuals or firms or corporations elected as Associate or Allied Members.

G. No person other than a British subject resident in the United Kingdom shall be qualified to be a Member of the Council, and the office of a Member of the Council shall be vacated :—

- (a) If he cease to be a British subject, or cease to reside in the United Kingdom.
- (b) If he be called upon in writing by at least three-fourths of all the other Members of the Council for the time being to resign office on the ground that he is, in their opinion, subject to the influence of a foreign State, body, person, or corporation, or a corporation under foreign control, and for that reason is not a desirable person to be a Member of the Council, and so that the opinion of a three-fourths majority of the other Members of the Council so expressed shall not be subject to question by any person or corporation on any ground whatsoever.

H. In these provisions :—

The expression "foreigner" means every person who is not a British subject.

The expression "foreign corporation" means any corporation which is not incorporated in and under the laws of and has not its principal place of business in some part of the British Empire.

The expression "corporation under foreign control" means :—

- (a) A corporation of which the majority of Directors or persons occupying the position of Directors, by whatever name called, are foreigners.
- (b) A corporation, members of which holding shares or stock conferring a majority of the votes are foreigners, or foreign corporations or persons who hold such shares or stock directly or indirectly on behalf or under the control or directions of foreigners, a foreign State, or foreign corporations.
- (c) A corporation which is by any other means, whether of a like or of a different character, in fact under the control of foreigners, a foreign State, or foreign corporations.
- (d) A corporation whereof the executive is a corporation within (a), (b) or (c).

The expression "shares" shall include any securities which carry any power of voting with respect to the management of a company, and the expression "shareholder" shall have a corresponding meaning.

7. No firm or other unincorporated association may as such become a Member of the Alliance, but if any such firm or association should desire to obtain the advantages of membership it shall nominate

one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Alliance, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to act or be entitled or recognized as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All revocations and nominations mentioned in Articles 7 and 8 shall be in writing signed by or on behalf of all the members of the firm or by the President or Chairman and the Secretary of an unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and in the case of a firm of the names, nationality, and private affairs of each partner, and thereafter shall give such particulars when and as often as may be required by the Council.

10. A corporation being a Member shall nominate a person to act as its representative subject to the approval of the Council, and for the purpose of such approval shall give all information that may be reasonably required by the Council. Such representative when so approved shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Alliance and to vote thereat, and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and (subject to the previous consent of the Council of the Alliance) nominate another representative in his place. All such nominations and revocations shall be in writing under the seal of the corporation. The Council may, in its absolute discretion, withdraw at any time its approval of the nominee of a corporation and shall notify the corporation of such withdrawal, whereupon the corporation shall nominate another representative. Provided always that any director or secretary of a corporation which is a Member or any partner in a firm which shall have

nominated a representative as hereinbefore provided may attend any meeting of the Alliance without any right of voting thereat.

11. No person or corporation shall be admitted to Ordinary Membership of the Alliance unless an application for membership shall have been signed by him or it or on his or its behalf setting out the particulars required by Article 6.

12. Subject and without prejudice to Article 6 the Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Alliance.

13. Any Ordinary or Associate or Allied Member may withdraw from the Alliance by giving notice in writing duly signed to the Secretary at least three calendar months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year, and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, any Member, Ordinary or Associate, shall be liable to pay the subscription for the ensuing year.

14. Upon the retirement of any Member by notice as stated in Article 13, the Member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.

15. The Council by a majority of two-thirds of those present and voting may, at any time, by notice in writing require any Member to withdraw from the Alliance forthwith or at a date fixed by the Council without giving any reason therefor, and shall retain a due proportion of such Member's current subscription having regard to the unexpired portion of the period for which it is paid, and such member shall cease to be a Member of the Alliance at the time specified in such notice.

16. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming insane or of unsound mind, or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to membership. Nothing herein contained shall prejudice the rights of the Alliance to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or (subject to Article 6D) prevent the Member from again becoming eligible for membership.

DUTIES OF MEMBERS.

17. Every Member of the Alliance shall be bound :-

- (a) To pay to the Alliance such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Alliance in General Meeting.

- (b) To observe the provisions of these presents and of the Memorandum of Association and all the by-laws, rules, and regulations of the Alliance for the time being in force.
- (c) To pay and make good to the Alliance any loss or damage which the Alliance may sustain through any wilful act or default of such Member or any representative of such Member, but only if such act or default shall be a breach of any provisions of these presents, or of the Memorandum of Association, or of any by-law, rule or regulation of the Alliance

COUNCIL OF THE ALLIANCE.

18. The business of the Alliance shall be managed by a Council elected by the Members of the Alliance.

19. The Council shall consist of not more than 19 and not less than 11 Ordinary Members, unless and until otherwise determined by the Alliance in General Meeting.

20. The first Council shall consist of the following persons :—

SYDNEY W. PASCALL, B. SEEDHOM ROWNTREE, JAMES BOYD, STANLEY MACHIN, GEORGE E. DAVIES, GEORGE MATHIESON, JOHN BENNISTON, R. JUST BOYD, ANDREW BUCHANAN, ALGERNON FRY JOHN HORN, H. J. NORTON, HORACE WALKER, ALEXANDER YOUNG.

The persons appointed Members of the Council by this Article and any person appointed under Article 25 to fill casual vacancies among them are for the purpose of these presents to be deemed to be elected Members of the Council.

21. The Alliance in General Meeting may appoint one President and such number of Vice-Presidents of the Alliance as it may deem advisable from among the Members of the Council. The President and Vice-Presidents for the time being shall retire at each Ordinary General Meeting of the Alliance, but shall be eligible for re-election provided that they shall not hold office for more than three years in succession unless by special request of the Alliance in General Meeting.

22. Subject to Article 20 Members of the Council shall be elected by the Alliance in General Meeting and shall retire as provided by Article 23.

23. At the Annual General Meeting in the year 1919 and at the Annual General Meeting in each subsequent year one-third of the elected Members of the Council shall retire, or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Members of Council on the same day those to retire shall (unless they

otherwise agree amongst themselves) be determined by lot. All elected Members so retiring shall be deemed to be eligible for re-election.

24. The office of a Member of the Council shall *ipso facto* be vacated :—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he attends no meetings during a period of twelve calendar months, and the Council pass a resolution that his office is vacated by reason of such non-attendance.
- (e) If he is requested in writing by all other Members of the Council or by resolution of a General Meeting to resign.

25. Subject as aforesaid the Council shall be entitled to appoint a person as a Member of the Council to fill a casual vacancy, howsoever caused. The person so appointed shall hold office until the Annual General Meeting next after his appointment, but he shall then be eligible for re-election.

26. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Council.

POWERS OF THE COUNCIL OF THE ALLIANCE.

27. The Council shall have sole control in regard to all matters relating to the management and organization of the Alliance. It may exercise all such powers and do all such acts and things as may be exercised or done by the Alliance and are not hereby or by statute expressly directed or required to be exercised or done by the Alliance in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force. The Council shall be empowered to invite any director of a corporation or any partner of a firm other than the representatives nominated under Article 7, or a representative of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without power of voting.

PROCEEDINGS OF THE COUNCIL.

28. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, three Members of the Council shall be a quorum.

29. If the President or a Vice-President is not in attendance the Council shall select a Chairman from those present for that meeting.

30. The Council may at any time, and the Secretary upon the request of three Members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three Members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members present at such meeting. In the event of the votes being equally divided, the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.

31. All acts done by any meeting of the Council or by a Committee of the Council or by any person acting as a Member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of the Council, or such Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council.

MINUTES.

32. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers;
- (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council.
- (c) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

33. Any such minutes of any meeting of the Council or of the Committee, or of the Alliance, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

SEAL.

34. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a Committee thereof previously given. Two Members of the Council at the least shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS.

35. The first General Meeting of the Alliance shall be held at such time within not less than one month nor more than three months after the incorporation of the Alliance and at such place as the Council shall determine. Subsequent General Meetings shall be held once in every year at such time (not being more than fifteen months after the last preceding meeting) and place as may be prescribed by the Council.

36. The General Meetings referred to in the last preceding clause shall be called Ordinary Meetings. All other meetings of the Alliance shall be called Extraordinary Meetings.

37. The Council may, whenever it may think fit, and it shall on the requisition of not less than ten Ordinary Members of the Alliance, forthwith proceed to convene an Extraordinary General Meeting of the Alliance, and in the case of such requisition the following provisions shall have effect:—

- (1) 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.
- (2) If the Council does not proceed to cause a meeting to be held within 21 days from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit.
- (3) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Council shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution; and, if thought fit, of confirming it as a special resolution; and if the Council does not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them, may themselves convene the meeting.
- (4) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which the meetings are to be convened by the Council.

38. Seven days' notice to the Members, exclusive of the day when the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given, and the notice so served or otherwise served as hereinafter provided.

39. Where it is proposed to pass a special resolution the two meetings may be convened by one and the same notice, and it is to be no objection to such notice that it only convenes the second meeting contingently

on the resolution being passed by the requisite majority at the first meeting.

40. The accidental omission to give any such notice to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

41. The business of an Ordinary Meeting shall be :—

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the Auditors.
- (b) To elect Members of the Council and other officers in the place of those retiring by rotation.
- (c) To appoint an Auditor or Auditors and fix his or their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Ordinary Meeting.

All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special. If any Member has any proposal or any matter which he wishes to make or bring before an Ordinary Meeting he shall give 14 days' written notice thereof to the Secretary.

42. Every meeting of the Alliance shall be presided over by the President or a Vice-President or by the Chairman (if any) of the Council, and in his absence the meeting shall elect a Chairman from the Members of the Council then present or, if none be present, from the Members of the Alliance.

43. For all purposes the quorum of a General Meeting shall be five Ordinary Members personally present, and no business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.

44. If within half an hour from 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 as nearly as practicable, and if at such adjourned meeting a quorum is not present, those Ordinary Members who are present shall be a quorum and may transact the business for which the meeting was called.

45. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as an Ordinary Member. Every Ordinary Member shall have one vote and no more, and no other Member shall be entitled to vote. The person nominated by a corporation under the provisions of Article 10 shall alone be entitled to vote for the corporation on a show of hands.

46. No Ordinary Member shall be entitled to vote if his subscription is in arrear for the space of three months.

47. If a poll is demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. On a poll votes may be given either personally or by proxy. The regulations contained in Table A in the first schedule to the Companies (Consolidation) Act, 1908, as to proxies shall apply.

ACCOUNTS.

48. The Council shall cause true accounts to be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Alliance.

49. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Alliance or any of them shall be open to the inspection of the Members.

50. At the Annual General Meeting in every year the Council shall lay before the Alliance a statement of account showing the receipts and expenditure of the Alliance for the period since the preceding account (or in the case of the first account since the incorporation of the Alliance) made up to a date not more than six months before such meeting.

51. A balance sheet shall be made out and laid before the Alliance at the Annual General Meeting in every year, made up to a date not more than six months before such meeting. The balance sheet, which shall not be printed nor circulated and shall be deemed private unless otherwise decided by the Alliance in General Meeting, shall be accompanied by a report of the Council upon the general state of the Alliance.

52. Auditors shall be appointed and their duties regulated in accordance with sections 112 and 113 of the Companies (Consolidation) Act, 1908, or any statutory modification thereof for the time being in force, the first General Meeting being treated as the Statutory Meeting, the Council being treated as the Directors, and the Members being treated as the shareholders mentioned in the said sections.

NOTICES

53. A notice may be served by the Alliance upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered place of address. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and

posted. A certificate in writing signed by any Manager, Secretary or other officer of the Alliance that the envelope or wrapper containing the notice was so addressed and posted, shall be sufficient evidence thereof.

54. Every notice or application to the Council or the Secretary of the Alliance, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of 10 in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY.

55. Every Member of the Council, Manager, Secretary and other officer or servant of the Alliance shall be indemnified by the Alliance against, and it shall be the duty of the Members of the Council, out of the funds of the Alliance, to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

56. No Member of the Council or other officer of the Alliance shall be liable for the acts, receipts, neglects or defaults of any other Member or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Alliance or of the insufficiency or deficiency of any security in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

ARBITRATION.

57. If and whenever any difference shall arise between the Alliance and any of the Members or their respective representatives touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done, or omitted, or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these presents, or of the Statutes, or any of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before

entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act, 1889.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Sydney Woodroffe Pascoe, 100, Blackfriars Road, London. S.W., Manufacturing Confectioner.

Horace Wachter, Greenbank, Bristol. Chocolate manufacturer.

James, machine. 16, Eastcheap. S.W. Manufacturing Confectioner.

James Boyd 15 Eastcheap E.C. Manufacturing Confectioner
 Charles Confectionery Works

George Mathieson, Victoria Park, London E.C. Manufacturing Confectioner

Richard Allyn Montagu, Seven Street E.C. Cocoa & Chocolate manufacturer

Benjamin Sebastian Rountree, Corn Works, York. Cocoa & Chocolate manufacturer

George Thomas & Sons, Levens, near
 Beckhol
 Manufacturing Confectioner

Dated the 16th day of May, 1919.

Witness to the above signatures,

Augustus James Field Stevens
 9 Queen Street Place

THE WHITBREAD BREW, LTD., LONDON AND TORRIDGE.

London E.C.4

Assistant Secretary

DUPLICATE FOR THE FILE.

The licence dated

20th May, 1919, was
revoked by the Board
of Trade on the
1st November 1945

7.11.45

No. 156562



Certificate of Incorporation

I Hereby Certify, That the

Manufacturing Confectioners' Alliance
(Incorporated) of British Cocoa, Chocolate, Sugar
Confectionery, and Jam Manufacturers. (the word
"Limited" being omitted by licence of the Board of Trade)

is this day incorporated under the Companies Act, 1908 to 1917, and that the Company
is Limited.

Given under my hand and the Great Seal of the United Kingdom this Thirtieth day of June.

One Thousand Nine Hundred and Nineteen

Treasury and Board of Trade

Stamp Duty on Capital £

A. B. Taylor

Secretary to the Board of Trade

Certificate received by

J. Williams

for Leonard Alderton

Alderton's House

Bishopsgate E.C.2

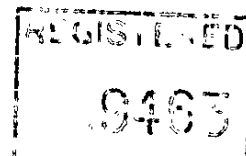
Date

2nd July 1919

TRADING WITH THE ENEMY AMENDMENT ACT, 1914.

(5 Geo. 5. Ch. 12.)

No
Registration
Fee payable.



1919

DECLARATION made pursuant to S. 9 (1) (a) of the said Act.

Name of Company *The Manufacturing Confectioners'
Alliance (Incorporated) of British Cocoa, Chocolate
Sugar Confectionery and Jam Manufacturers Limited.*

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANY'S STATUTORS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

*Leonard & Filditch
Alderman House*

Bishopsgate

1919

I. Frank Slater Pilcher
of Alderman's House, Bishopsgate in the City
of London Solicitor

do solemnly and sincerely declare that I am a Solicitor of the Supreme

Court engaged in the formation of the Manufacturing
Confectioners' Alliance (Incorporated) of
British Cocoa, Chocolate, Sugar
Confectionery and Jam Manufacturers

Limited, and That the Company is not formed for the purpose or with
the intention of acquiring the whole or any part of the undertaking of
a Person, Firm or Company, the books and documents of which are
liable to inspection under Sub-section (2) of Section two of the Trading
with the Enemy Act, 1914. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act, 1835.

Declared at Nº 7 Devonshire
Square in the City
of London
the 17th day of June
one thousand nine hundred and nineteen

Before me,

E. D.

F. Slater Pilcher

Certificate No. 156562

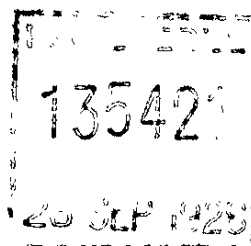
Form No. 11.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."

Notice of Increase in the Number of Members

of the *Manufacturing Companies'*
Alliance, Incorporated of British Cotton
Chemical Sugar Corporation & Company, Ltd.

Pursuant to Section 44.



Presented for Filing by

R. M. Leonard

NOTICE

Of increase in the Number of Members of the Manufacturing

Competitors' Alliance Incorporated

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Manufacturing Competitors' Alliance

Incorporated

hereby give you notice, in

accordance with Section 41 of "The Companies (Consolidation) Act, 1908," that by a Resolution

of the Company dated the twentieth day of September 1928

the number of Members in the Company has been increased by the addition thereto of

500 (five hundred)
(up to) ~~250~~ 500 Members

beyond the present registered Number of 100

(Signature)

R. M. Leonard

Secretary

Dated Sept 21st day of

Sept. 19 28.

This Notice should be signed by the Secretary of the Company.

THE MANUFACTURING CONFECTIONERS' ALLIANCE

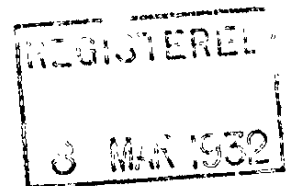
OF

BRITISH COCOA, CHOCOLATE, SUGAR CONFECTIONERY
AND JAM MANUFACTURERS (INCORPORATED)



Special Resolution

Passed - - - February 24th, 1932
Filed - - - , 1932



At an EXTRAORDINARY GENERAL MEETING of the Members
of the above Alliance, duly convened and held at 22, BUCKINGHAM
GATE, in the CITY OF WESTMINSTER, on the 24TH DAY OF FEBRUARY,
1932, the following Resolution was duly passed as a

SPECIAL RESOLUTION

"That the name of the Alliance be changed to ^{the} ~~the~~
MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)."

Paul H. Cadbury

(Chairman of the Meeting.)

*Presented for filing by
Leonard & Pidditch
40, Broadway
Westminster
S.W.1.*

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:— 10012/31.

156562/15

BOARD OF TRADE,

11th March, 1932.



Gentlemen,

MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)
OF BRITISH COCOA, CHOCCLATE, SUGAR CONFECTIONERY
AND JAM MANUFACTURERS.

With reference to your application of the 8th March,

I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to

"MANUFACTURING CONFECTIONERS' ALLIANCE
(INCORPORATED)"

This communication should be tendered to the Registrar of Companies, Somerset House, Strand, W.C.2.
as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (4) of the Companies Act, 1929. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Gentlemen,

Your obedient Servant,

Messrs. Leonard & Pilditch,
40, Broadway,
Westminster,
S.W.1.

John G. Henderson

DUPLICATE FOR THE FILE.

The licence dated
20th May, 1919 was
renewed by the Board
of Trade on the
1st. November, 1945
Jm 7.11.45

No. 156562



Certificate of Change of Name.

I hereby Certify, That

THE MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED) OF
BRITISH COCOA, CHOCOLATE, SUGAR CONFECTIONERY, AND JAM MANUFACTURERS
having, with the sanction of a Special Resolution of the said Company, and with
the approval of the 'BOARD OF TRADE, changed its name, is now called
MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **fifteenth** day of **March**
One Thousand Nine Hundred and **thirty-two**.

Frederick

Registrar of Companies.

Certificate received by

E. J. Phelps. for Leonard & Pidditch.

40, Broadway, S.W.1.

Date

18th March 1932.

[163]

THE COMPANIES ACT, 1929.

All communications should be addressed to
"The Registrar of Companies," and not to
any individual by name.

Remittances must be made out in favour
of "The Commissioners of Inland Revenue
or Bearer," and be crossed "Bank of Eng-
land, Inland Revenue a/c." Amounts of 1/-
and upwards must not be remitted in
stamps.

The following number should be quoted on
the Return, or in any correspondence:—

156562

COMPANIES REGISTRATION OFFICE,

SOMERSET HOUSE,

LONDON, W.C.2.

193

To the Secretary,

*Manufacturing Confectioners' Alliance
(Incorporated)*

SIR,

I have to call your attention to the provisions of Sections 109 and 110
of the Companies Act, 1929, under which every Company not having a share
capital is required to forward an Annual Return to this Office.

The Return should include a certified copy of the last audited balance
sheet and a certified copy of the auditors' report, and must be made in accordance
with the prescribed form (No. 7) which can be obtained from this Office at a cost—
inclusive of the registration fee—of 5s. 2d.

As the Return of this Company for the year 1933 has not been received,
I shall be glad if you will forward it without delay.

I am,

SIR,

Your obedient Servant,

J. Greenwood

Registrar.

ON HIS MAJESTY'S SERVICE

The Secretary of the Manufacturing
Confederation of Employers (Incorporated)

9, Queen St. Place,

E.C.4

Gone Away

Companies Registration Office,
Somerset House, London.

No. 17

[163]

THE COMPANIES ACT, 1929.

All communications to be addressed to
"The Registrar of Companies," and not
to any individual by name

Remittances must be made out in favour
of "The Commissioners of Inland Revenue"
and crossed "Bank of England, Inland
Revenue a/c." Amounts of 1. and up-
wards must not be remitted in stamps

The following number should be quoted
on the Return, or in any correspondence:-

COMPANIES REGISTRATION OFFICE.

SOMERSET HOUSE,

LONDON, W.C.2.

193

To the Secretary, *Manufacturing Confectioners'*
Glacé (Incorporated)

SIR,

I have to call your attention to the provisions of Sections 109 and 110
of the Companies Act, 1929, under which every Company not having a share
capital is required to forward an Annual Return to this Office.

The Return should include a certified copy of the last audited balance
sheet and a certified copy of the auditor's report, and must be made in accordance
with the prescribed form (No. 7) which can be obtained from this Office at a cost
inclusive of the registration fee of 5s. 2d.

As the Return of this Company for the year 1931 has not been received,
I shall be glad if you will forward it without delay.

I am,

SIR,

Your obedient Servant,

J. Greenwood

Registrar.

MANUFACTURING CONFECTIONERS

ALLIANCE INCORPORATED.



AT an EXTRAORDINARY GENERAL MEETING of the MANUFACTURING CONFECTIONERS' ALLIANCE INCORPORATED, duly convened and held at 21, Tothill Street, London, S.W.1, on Wednesday, July 15th, 1942, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

"That the Articles of Association of the Manufacturing Confectioners' Alliance Incorporated be altered as follows:—

(1) By deleting Clause 5 (a) and inserting in place thereof the following:—

" (a) Ordinary Members who shall be

- " (i) the signatories of the Memorandum of Association;
- (ii) those British subjects carrying on business as manufacturers of Cocoa, Chocolate, Sugar Confectionery, Jam and cognate articles who shall be elected as Members of the Association in manner hereinafter provided;
- (iii) those British Corporations carrying on business as aforesaid who shall be elected as Members of the Association in manner hereinafter provided;
- (iv) such foreigners or foreign corporations or corporations under foreign control as the Council may elect with the consent of the Board of Trade."

(2) By inserting in the Proviso to Clause 5 after the words " Ordinary Member " in the first line thereof the words following, namely:—

" (other than an ordinary member under Clause 5 (a) (iv) heretofore) ".

(3) By deleting Clause 6a and substituting therefor the following clause:—

" A. Every application for Ordinary Membership of the Alliance (other than an application for ordinary membership under Clause 5 (a) (iv) heretofore) shall be accompanied by:—

(1) In the case of an application made by an individual, a Declaration by the applicant stating that he is a British subject and stating whether he is a natural-born British subject or a British subject by naturalization or otherwise, and if naturalized, whether he remains for any purpose in the allegiance of any, and if so, what, foreign Sovereign or State.

(2) In the case of an application by a Corporation, a Declaration made on behalf of the Corporation by the Secretary or other officer authorised in that behalf stating that the Corporation is a British Corporation.

and in either case the Council may, before electing any member, require such further evidence as it shall in its absolute discretion think necessary in support of any such Declaration."

(4) By inserting in the first line of Clause 6, after the words " Council shall not " the words " without the consent of the Board of Trade ".

(5) By inserting in the first line of Clause 6a, after the words " Ordinary Member " the words " being a British subject ".

(6) By inserting in the first line of Clause 6a, after the words " Ordinary Member " the words " who is a British subject ".

(7) By deleting from Clause 11 the words " and giving effect to the provisions required by Article 6 ".

Dated

July 23rd

1942.

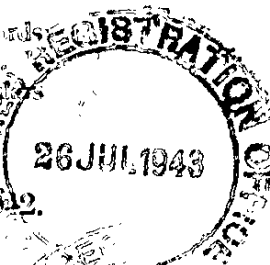
A187

J. L. Harris

Chairman of Meeting

Registered

26 JUL 1943



Accepted
without notice
of an officer of
the Board of Trade
- with approval of
H.M. Customs
27/7/42

26 JUL 1943

15.6.43 30.1

**Manufacturing Confectioner
Alliance Incorporated.**

COMPANIES REGISTRATION
FIVE SHILLINGS

At an EXTRAORDINARY GENERAL MEETING
of the MANUFACTURING CONFECTIONERS' ALLIANCE
INCORPORATED, duly convened and held at 21, Tothill Street,
London, S.W.1. on Thursday, the 24th day of June, 1943, the
following Resolution was duly passed as a SPECIAL
RESOLUTION:-

"That the Articles of Association of the Manufacturing
Confectioners' Alliance Incorporated be altered as follows:

- (1) By deleting from paragraph (iv) of Clause 5 (a)
the words 'with the consent of the Board of
Trade.'
- (2) By deleting Clause 6c."

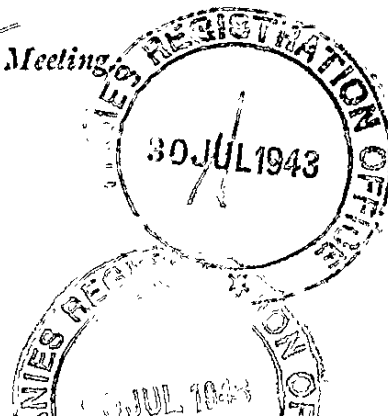
Dated July 13th 1943.

George Harris

Chairman of Meeting

Registered.

A464



156562/32

IN THE MATTER OF
MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)

Revocation by the Board of Trade of Licence
under Section 18 of the Companies Act, 1929

WHEREAS by a Licence dated the 20th day of May 1919
the Board of Trade in consideration of the provisions and
subject to the conditions contained in the Memorandum of
Association of The Manufacturing Confectioners' Alliance
(Incorporated) of British Cocoa, Chocolate, Sugar
Confectionery and Jam Manufacturers (which name was
subsequently changed to Manufacturing Confectioners
Alliance (Incorporated)) hereinafter called the Alliance
did direct that the Alliance be registered with Limited
Liability without the addition of the word "Limited"
to its name.

REGISTERED
7 NOV 1945

AND WHEREAS the Board of Trade having regard
to the altered circumstances are of opinion that the
hereinbefore recited licence of 20th May 1919 should
be revoked.

AND WHEREAS by letter dated 25th October 1945
the Alliance by its Secretary intimated that for the
reasons therein set out it was desirous that such
revocation should be effected and did not desire to
be heard in opposition thereto.

AND WHEREAS the Board of Trade have decided
that the aforesaid licence ought to be revoked

NOW THEREFORE the Board of Trade in
pursuance of the powers vested in them do hereby revoke
the said licence dated 20th May, 1919.

Dated this 1st day of November, 1945



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.



Special Resolutions

OF

MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED) LIMITED.

Passed 12th December 1945.



AT an EXTRAORDINARY GENERAL MEETING of the above-named Alliance held at Caxton Hall, London, S.W.1, on the 12th day of December 1945, the following Special Resolutions were proposed and duly passed:—

1. That the name of the Alliance be changed to "THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED."

2. That the provisions of Clause 3 of the Memorandum of Association of the Alliance with respect to its objects be altered as follows:—

(i) By deleting paragraph (a) and substituting therefor the following new paragraphs, namely:—

"(a) To act for all purposes as the representative organisation of the Cocoa, Chocolate and Sugar Confectionery Manufacturing Industries, which shall be deemed to include the manufacture of Cocoa Butter.

(b) To afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries including industrial relations, terms and conditions of employment, supply of raw materials, production, research, distribution, transport, prices, imports and exports, local and national legislation and public relations and to communicate and interchange such views between members and between the Alliance and the Government and Government Departments and with other trades or authorities, organisations and persons and to take such action with regard thereto as may be considered desirable.

(c) To promote and encourage by all lawful means the rendering by the said Industries of good service to the public, the good name and standing of the said Industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the said Industries.

(d) To provide, for the assistance of its members, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, finance, costing methods, legal and other matters.

A4381

COMPANIES R.
31 DEC 1945

(e) To promote by all lawful means the welfare of the said Industries in all matters affecting them."

(ii) By deleting in paragraph (p) the words "Subject to the provisions of the 19th section of the Companies (Consolidation) Act 1908"

(iii) By altering the identifying letters of paragraphs (b) to (u) (inclusive) by substituting therefor consecutively the letters (f) to (x) respectively.

3. That the Articles of Association of the Alliance be altered as follows :—

Article 1. Delete "the Companies Acts' means the Companies Acts 1908 to 1917" and substitute therefor "The Companies Act' means the Companies Act 1929."

Delete "The Alliance' means the Manufacturing Confectioners' Alliance (Incorporated) of British Cocoa, Chocolate, Sugar Confectionery and Jam Manufacturers" and substitute therefor "The Alliance' means the Cocoa, Chocolate and Confectionery Alliance Limited."

And amend the heading of the Articles to correspond with the above amendments.

Article 5. Delete the whole Article and substitute therefor :—

"5. The members of the Alliance shall consist of persons and corporate bodies carrying on business as manufacturers of cocoa, cocoa butter, chocolate or confectionery, who have been elected as members of the Alliance in manner hereinafter provided, and shall be divided into two classes :—

(a) Ordinary members being all members who pay the full subscription fixed by the Council.

(b) Associate members being members whose production or turnover (as the Council may decide) is less than a figure to be fixed by the Council and who elect to pay, instead of the full subscription, a subscription at a lower rate to be fixed by the Council."

Article 6. Delete the whole Article.

Article 7. Line 11, delete "8" and substitute therefor "7."

Article 9. Line 1, delete "7 and 8" and substitute therefor "6 and 7."

Article 10. Delete the whole Article and substitute therefor :—

"10. Any corporation which is a member of the Alliance may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Alliance and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Alliance."

Article 11. Line 1, delete "Ordinary"

Article 12. Line 1, delete "Subject and without prejudice to Article 6"

Article 13. Line 1, delete "Ordinary or Associate or Allied"

Lines 7 and 8, delete "Ordinary or Associate"

Line 8, after the words "subscription for" insert "and any levies made during"

Article 14. Line 2, delete "13" and substitute therefor "12"

Article 16. Line 3, after the word "subscription" insert "or any levy duly made upon him."

Line 8, delete the words "the subscriptions which the Member shall have undertaken" and substitute the words "any annual subscription or levy which the member shall have become liable"

Line 9, delete "(subject to Article 6 (c))"

Article 19. Line 1, delete " 19 " and substitute therefor " 30 ".
Line 2, delete " 11 Ordinary Members " and substitute therefore
" 25 Members."

At the end of line 3, add " Except with the approval of the Council a representative of a firm shall not be eligible for membership of the Council unless he is a partner of such firm, and a representative of a corporation shall not be eligible for membership of the Council unless he is a director of such corporation."

Article 20. Delete the whole Article and substitute therefor :—

" From the date upon which this Article becomes operative until a new Council is appointed pursuant to the scheme to be submitted to and approved at the Ordinary Meeting held in 1946, as hereinafter provided, the Council of the Alliance shall consist of the following :—

L. H. Atwell.	W. F. Coutts.
L. Broad.	H. Dixon.
P. S. Cadbury.	J. Filton.
J. B. de J. Cleynert.	J. H. Guy.
G. J. Harris.	T. Hindley.
R. J. Langmaid.	V. Joseph.
E. D. Mackintosh.	D. Maynard.
L. E. H. Roberts.	G. W. Morrison.
Sir Francis Terry.	E. M. Mott.
A. Whittaker.	S. W. Pascall.
C. T. Yoxall.	P. Rowntree.
H. O. Barratt.	W. R. Town.
A. J. Bolton.	A. B. Walters.

Between the date on which this Article becomes operative and the Ordinary Meeting held in 1946, the Council shall prepare, and submit for approval at such Ordinary Meeting, a scheme for the future constitution of the Council, and such scheme shall, subject to such approval, become operative on a date to be determined by such Ordinary Meeting. The said scheme shall provide for adequate representation on the Council of all members of the Alliance, based upon the grouping of such members in such manner as the Alliance shall in such Ordinary Meeting determine, whether by reference to the nature of their products, the extent of their cash turnover or otherwise. The said scheme shall also provide for the method of election to and periodic retirement from membership of the Council.

The Council may from time to time prepare and submit for the approval of the Alliance in General Meeting amendments of the said scheme which, subject to such approval, shall become operative on a date to be determined by such General Meeting."

Article 21. Lines 1 to 3, delete " The Alliance in General Meeting may appoint one President and such number of Vice-Presidents of the Alliance as it may deem advisable from among the members of the Council " and substitute therefor " There shall be a President, Honorary Treasurer and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the Ordinary Meeting each year."

Line 5, after " but " add " subject to such nomination as aforesaid."

Articles 22 and 23. Delete the whole of both Articles.

Article 25. Lines 4 and 5, delete " but he shall then be eligible for re-election " and substitute therefor " or until such other date as the scheme referred to in Article 19 may provide."

Insert the following new Article after Article 27, namely :—

" 27(A). The Council may establish any committees, local boards or agencies for managing any of the affairs of the Alliance,

either in the United Kingdom or elsewhere, and may appoint any person (being either members of the Council or persons who are not members of the Council and partly one and partly the other) to be members of any such committees or local boards or agencies, or any managers or agents, and may fix their remuneration, and may delegate to any committee, local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may authorise the members of any committee or local board to act notwithstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby."

Article 37. Line 2, delete " Ordinary "

Article 38 Line 1, before " Seven days " insert " Subject to the provisions of the Act relating to special resolutions,"

Article 39. Delete the whole Article.

Article 41. Delete paragraph (b) and substitute therefor, " To elect a President, Honorary Treasurer and Vice-Presidents in the place of those retiring."

Article 43. Line 2, delete " Ordinary ", and after " personally present " add " or, in the case of a corporation, represented by its duly nominated representative,"

Article 44. Line 6, delete " Ordinary "

Article 45. Line 3, delete " both on a show of hands and at a poll."

Line 4, delete " an Ordinary " and substitute therefor " a "

Line 5, delete " Ordinary "

Line 6, delete " and no other member shall be entitled to vote."

Line 7, delete " Article 10 " and substitute therefor " Article 9 "

Article 46. Line 1, delete " Ordinary "

Article 47. At the beginning of the Article insert " Any member shall have the right to demand a poll."

Lines 5 and 6, delete " Table A in the first schedule to the Companies (Consolidation) Act 1908 " and substitute therefor " Clauses 23 to 27 of Table C in the First Schedule to the Companies Act 1929."

Article 51. Lines 3 to 5, delete " which shall not be printed nor circulated and shall be deemed private unless otherwise decided by the Alliance in General Meeting " and substitute therefor " shall be sent to all members not less than seven days before the meeting and "

Article 52. Line 2, delete " Sections 112 and 113 of the Companies (Consolidation) Act 1908 " and substitute therefor " Sections 132, 133 and 134 of the Companies Act "

Article 57. Last line, delete " Arbitration Act 1889 " and substitute therefor " Arbitration Acts 1889 to 1934 or any amendment or re-enactment thereof for the time being in force."

Alter the identifying numbers of the Articles as follows:—

Articles 7 to 21 inclusive by substituting therefor consecutively the numbers 6 to 20. Articles 24 to 38 inclusive by substituting therefor consecutively the numbers 21 to 35. Articles 40 to 57 inclusive by substituting therefor consecutively the numbers 36 to 53.

G. J. Harris

Chairman..

For

At

It is requested that any reply to this letter may be addressed to The Assistant Secretary, Insurance and Companies Dept., Rimmer House East, Tufon Street, S.W.1. (Telephone Number: Abbey 3801), and that the following number may be quoted:—

Your reference:—

B
[C.D.39.]

BOARD OF TRADE,



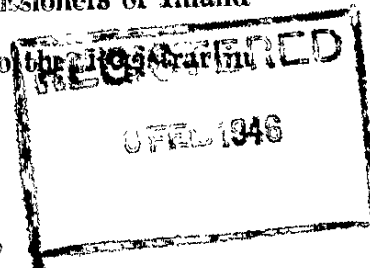
156562 34
With reference to your application of the

I am directed by the Board of Trade to inform you that they approve of the name of the above-named company being changed to

This communication should be tendered to the Registrar of Companies,

as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (4) of the Companies Act, 1929.

A Postal Order for 5/- made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the registration fee.



I am,

Your obedient Servant



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DUPLICATE FOR THE FILE.

No. 156562



Certificate of Change of Name.

I hereby Certify That

MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED) LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, to now called
THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED

and I have entered said new name on the Register accordingly.

Given under my hand and the seal of the said Board on the **Eighth** day of **February**
One Thousand Nine Hundred and **Forty-six**

By the Registrar of Companies

ENTERED IN BOOK NO.

Post.

Date

126 35
IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
MR. JUSTICE EVERSHED



No. 00282 of 1946.

MONDAY the 29th day of JULY 1946

IN THE MATTER OF THE COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED ✓

and

IN THE MATTER OF THE COMPANIES ACT, 1929.

UPON THE PETITION of the above named The Cocoa Chocolate and Confectionery Alliance Limited whose registered office is situate at 25/28 Buckingham Gate in the County of London on the 19th July 1946 preferred unto this Court And Upon Hearing Counsel for the Petitioner And Upon Reading the said Petition the Order dated the 25th July 1946 the Affidavit of Cyril Gibbon Monk filed the 24th July 1946 the exhibits therein referred to and the Order dated the 3rd June 1946 made in the matter of Manufacturing Confectioners' Alliance (Incorporated) Limited and in the matter of the Companies Act 1929 No. 00124 of 1946

THIS COURT DOETH ORDER that the alteration in the Memorandum of Association of the above named Company with respect to its objects proposed by the Special Resolution of the above named Company passed in accordance with Section 117 of the above mentioned Act at an Extraordinary General Meeting of the above named Company held on the 12th December 1945 (which Special Resolution is set forth in the Schedule hereto) be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act

AND IT IS ORDERED that the above named Company do within 28 days from the date of this Order deliver to the Registrar of Companies an office copy of this Order, together with a printed

copy of the Memorandum of Association altered in accordance with the said Resolution.

Arthur Siebel
REGISTRAR

THE SCHEDULE ABOVE REFERRED TO

Resolution altering Company's Memorandum of Association

That the provisions of Clause 3 of the Memorandum of Association of the Alliance with respect to its objects be altered as follows :-

(1) By deleting paragraph (a) and substituting therefor the following new paragraphs, namely:-

- (a) To act for all purposes as the representative organisation of the Cocoa, Chocolate and Sugar Confectionery Manufacturing Industries, which shall be deemed to include the manufacture of Cocoa Butter.
- (b) To afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries including industrial relations, terms and conditions of employment, supply of raw materials, production, research, distribution, transport, prices, imports and exports, local and national legislation and public relations and to communicate and interchange such views between members and between the Alliance and the Government and Government Departments and all other trades or authorities, organisations and persons and to take such action with regard thereto as may be considered desirable.

- (c) To promote and encourage by all lawful means the rendering by the said Industries of good service to the public, the good name and standing of the said Industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the said Industries.
- (d) To provide, for the assistance of its members, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour finance, costing methods, legal and other matters.
- (e) To promote by all lawful means the welfare of the said Industries in all matters affecting them.

(ii) By deleting in paragraph (p) the words "Subject to the provisions of the 19th Section of the Companies (Consolidation) Act 1908."

(iii) By altering the identifying letters of paragraphs (b) to (u), (inclusive) by substituting therefor consecutively the letters (f) to (x) respectively.

AS

29th July 1946

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
MR. JUSTICE EVERSHED

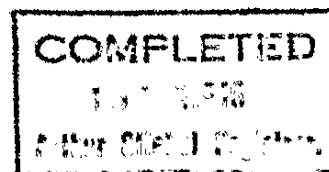
Re THE COCOA CHOCOLATE AND
CONFECTIONERY ALLIANCE LIMITED

and

Re THE COMPANIES ACT 1929

Office Copy

O R D E R
confirming alteration in
Memorandum of Association.



NEVL BECK & CO.,
21 Line Street,
London, E.C.3.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
DIVIDED INTO SHARES.



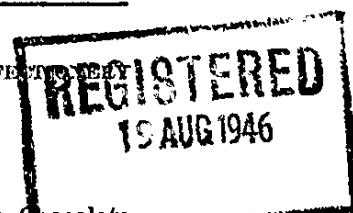
Memorandum of Association
OF
THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED.

1. The name of the Association is "THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED."

2. The registered office of the Alliance will be situate in England.

3. The objects for which the Alliance is established are—

- (A) To act for all purposes as the representative organisation of the Cocoa, Chocolate and Sugar Confectionery Manufacturing Industries, which shall be deemed to include the manufacture of cocoa butter.
- (B) To afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries, including industrial relations, terms and conditions of employment, supply of raw materials, production, research, distribution, transport, prices, imports and exports, local and national legislation and public relations, and to communicate and interchange such views between Members and between the Alliance and the Government and Government Departments and with other trades or authorities, organisations and persons, and to take such action with regard thereto as may be considered desirable.
- (C) To promote and encourage by all lawful means the rendering by the said industries of good service to the public, the good name and standing of the said industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the said industries.
- (D) To provide for the assistance of its members information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour finance, costing methods, legal and other matters.
- (E) To promote by all lawful means the welfare of the said industries in all matters affecting them.
- (F) To create and maintain a public opinion favourable to the Confectionery and Allied Trades in any of their branches; to diffuse and procure information, consider, originate and support improvements in the manufacture of confectionery and cognate articles, and to this end to promote or oppose Bills in Parliament, to hold meetings, public and private, and to carry on propagandist work, and to subscribe to, become a member, and to co-operate with any other association whose objects are altogether or in part similar to those of this Alliance.
- (G) To enter into arrangements with any public authority that may seem conducive to the Alliance's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Alliance may think it desirable to obtain, and to carry out, exercise, or comply with, any such arrangements, rights, privileges and concessions.
- (H) To promote research and other scientific work in connexion with the trades or industries enumerated in the title.
- (I) To prepare, edit, print, publish, issue, acquire and circulate, books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them, and to establish and maintain a bureau of information for the benefit of Members of the Alliance.
- (J) To encourage the discovery of, and investigate and make known the nature and merits of inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Alliance for any of the purposes of the said trades or industries or any of them, and to acquire any patents or licences relating to any such inventions, improvements or



processes, and to acquire and register any designs or standardization marks, whether for general or special purposes, with a view to the use thereof by Members of the Alliance and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

- (K) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom Members and other persons engaged in the said trades or industries may have occasion to deal, and to provide information of the character aforesaid to traders, whether Members of the Alliance or not, and either gratuitously or otherwise.
- (L) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist any associations and institutions and other bodies incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its Members. Provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which Members of the Alliance collectively hold more than one-twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.
- (M) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- (N) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.
- (O) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries, or merely one or more particular parts or sections of the said trades or industries or any of them, and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Members or groups of Members as may be expedient.
- (P) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Alliance, or by mortgage or charge of all or any part of the property of the Alliance.
- (Q) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (R) To invest the moneys of the Alliance not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined.
- (S) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Alliance, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Alliance, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Alliance.
- (T) To pay all expenses preliminary or incidental to the formation of the Association and its registration.
- (U) To take over the liabilities (if any) of the Manufacturing Confectioners' Alliance, Ltd., and also any of its assets which may be transferred to and may be lawfully vested in the Incorporated Alliance.
- (V) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Alliance or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (W) To procure the Alliance to be registered or recognised in any part of the British Empire or in any foreign country or place.
- (X) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act 1909, Section 1.

Provided also that the Alliance shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Alliance, would make it a trade union.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance or to any Member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member of the Alliance, but so that no Member of the Council or Governing Body of the Alliance shall be appointed to any salaried office of the Alliance or any office of the Alliance paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Alliance to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance, provided that nothing hereinbefore contained shall prevent any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Council may be a member, or to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital, and Members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any Member of the Alliance, whether a member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Alliance.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Alliance in pursuance of Section 20 of the Companies (Consolidation) Act 1908.

7. The liability of the Members is limited.

8. Every Member of the Alliance undertakes to contribute to the assets of the Alliance, 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 Alliance 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 £1.

9. If upon the winding up or dissolution of the Alliance 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 Alliance, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Alliance, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Alliance under or by virtue of Clause 1 hereof, such institution or institutions to be determined by the Members of the Alliance, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Alliance, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

I CERTIFY that this is a true copy of the Memorandum of Association of the Cocoa, Chocolate and Confectionery Alliance Limited as altered and confirmed by Order of the Court dated the 29th day of July 1946.

E. J. P. R. R.

DUPLICATE FOR THE FILE

Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

Pursuant to Section 5 (b) of the Companies Act, 1929.



No. 156562

THE COCOA, CHOCOLAT AND CONFECTIONERY ALLIANCE LIMITED

having by Special Resolution altered the provisions of its Memorandum of Association with respect to its objects, as confirmed by an Order of the High Court of Justice, Chancery Division,

bearing date the 29th day of July 1946

I Hereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association as altered.

Given under my hand at London this Nineteenth day of August

One Thousand Nine Hundred and Forty-six.

[Signature]
Registrar of Companies.

Certificate received by *[Signature]* for New Bank Ltd

21 Lime St. E.C.3.

Date 23rd August 1946

156502/40



COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED.

COMPANIES ACT 1948
Company Limited by Guarantee

Amendment of Articles of Association.

10 DEC 1949

SPECIAL RESOLUTION OF
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED.

PASSED ON 24th NOVEMBER, 1949

Extraordinary General Meeting of all the members of the
named Company, held at the Great Northern Hotel, King's
London, N.1, on 24th November, 1949, the following resolution
was passed as a Special Resolution:—

That the following paragraph be added to Article 19:—

Notwithstanding Section 185 of the Companies Act 1948 any
member who was a member of the Council on 24th November, 1949
and who had attained the age of seventy at that date shall be capable
of being re-appointed as a member of the Council notwithstanding
that he has attained the age of seventy and it shall not be necessary
to give special notice of any resolution appointing or approving the
appointment of any such member."

E. J. Rank
Secretary

£ 2631



156562/44

COCA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED.



COMPANIES ACT 1948
Company Limited by Guarantee

Amendment of Articles of Association.

SPECIAL RESOLUTION OF
COCA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED.

PASSED ON 26th JULY, 1951.

Extraordinary General Meeting of all the members of the
named Company, held at 11, Green Street, London, W.1, on
July 26, 1951, the following resolution was duly passed as a Special
Resolution:—

That the concluding paragraph of Article 19 be deleted and the
following inserted in its place:—

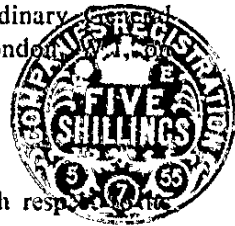
"Notwithstanding Section 185 of the Companies
Act, 1948, any person shall be capable of being
appointed as a member of the Council notwith-
standing that he has attained the age of seventy
and it shall not be necessary to give special notice
of any resolution appointing or approving the
appointment of any such member of the Council".

I certify the above to be a true
copy of the resolution referred to.
C.S. Park

Secretary

COCA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED,
11, Green Street, London, W.1.

The following special resolutions were passed, by unanimous vote, at an Extraordinary Meeting of the above-named Company held at Grosvenor House, Park Lane, London, Thursday, the sixteenth day of June, 1955, at 3.30 p.m.



- I. THAT the provisions of the Memorandum of Association of the Alliance with respect to the objects be altered by the adoption of the following revised provisions:—

Clause 3, sub-clauses (a), (b), (c) and (d) be altered to read as follows:

- " (a) To act for all purposes as the representative organisation of the cocoa, chocolate and sugar confectionery manufacturing industries (which shall be deemed to include the manufacture of cocoa butter) hereinafter referred to as 'the industries'.
- (b) To promote and encourage by all lawful means the rendering by the industries of good service to the public, the good name and standing of the industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the industries.
- (c) For the purpose of achieving the objects set out in sub-clause (b) of this clause, to afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries, including industrial relations, terms and conditions of employment, the supply of raw materials, production, research, distribution, transport, prices, imports and exports, local and national legislation and public relations, and to communicate such views to members, the Government and Government departments and other trades or authorities, organisations and persons.
- (d) To provide, for the assistance of the industries and of Government departments, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, finance, costing methods, legal and other matters."

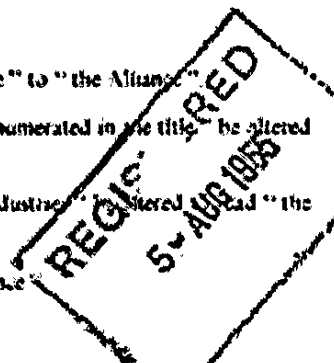
In clause 3, sub-clause (e) the word "said" be deleted.

The last two words of clause 3, sub-clause (f) be altered from "this Alliance" to "the Alliance".

In clause 3, sub-clause (f) the words at the end "the trades or industries enumerated in the title" be altered to read "the industries".

In clause 3, sub-clauses (g), (h), (i) and (j) the words "the said trades or industries" be altered to read "the industries".

In clause 3, sub-clause (k) the word "Association" be altered to read "Alliance".



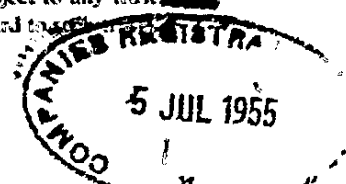
The last two paragraphs of clause 3 be altered to read as follows:

"Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1909, Section 1, or any Act amending, extending or re-enacting the same, or to assume any risks connected with any such business as aforesaid.

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

Provided also that in case the Alliance shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Alliance shall not sell, mortgage, charge, or have the same without such authority, approval or consent as may be required by law, and as regards any such property the members for the time being of the Council or governing body of the Alliance shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of such Council or governing body have been if no incorporation had been effected, and the incorporation of the Alliance shall not diminish or impair any control or authority exercisable by the Charity Division, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Alliance were not incorporated. In case the Alliance shall take or hold any property which may be subject to any trust the Alliance shall only deal with the same in such manner as allowed by law having regard to such trust."

3834



2/ In the sixth line of the second paragraph of clause 4 the words "six per centum" be altered to read "five per centum," and the sixth word of the eighth line of that clause be altered from "of" to "to".

The last seven lines of the second paragraph of clause 4 be altered to read as follows:

"provided that nothing herein before contained shall prevent any payment to any company of which a member of the Council or governing body may be a member holding less than one-hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment."

Clause 6 be altered to read as follows:

"The fourth and fifth clauses of this Memorandum constitute provisions the insertion and retention of which therein are conditions on which a licence is granted by the Board of Trade to the Alliance in pursuance of Section 19(2) of the Companies Act, 1948."

The words from "or in default thereof . . ." to ". . . jurisdiction in the matter" be deleted from clause 9.

The words "income and expenditure account and" be inserted before the words "balance sheet" in the last sentence of clause 10.

II. THAT the resolutions contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Alliance in substitution for and to the exclusion of the existing Articles thereof.

III. THAT the name of the Alliance be changed to "The Cocoa, Chocolate and Confectionery Alliance."

John

Secretary

22nd June 1955

THE COMPANIES ACT, 1948

Memorandum and Articles
of Association

OF THE

COCOA, CHOCOLATE AND
CONFECTIONERY ALLIANCE
LIMITED

[Signature]

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association
OF
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED

1. The name of the association is "The Cocoa, Chocolate and Confectionery Alliance Limited" *St/fo.*

2. The registered office of the Alliance will be situate in England.

3. The objects for which the Alliance is established are:

(a) To act for all purposes as the representative organisation of the cocoa, chocolate and sugar confectionery manufacturing industries (which shall be deemed to include the manufacture of cocoa butter), hereinafter referred to as "the industries."

(b) To promote and encourage for all lawful means the rendering by the industries of good service to the public, the good name and standing of the industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the protection of good names and the supply of good conditions for those employed in the industries.

(c) To further the purposes and objects of the industries and carry on such other business as the industries may think fit to undertake and to do all such other business as the industries may think fit to undertake and to do all such other business as the industries may think fit to undertake.

conditions of employment, the supply of raw materials, production, research, distribution, transport, prices, imports and exports, local and national legislation and public relations, and to communicate such views to members, the Government and Government departments and other trades or authorities, organisations and persons.

(d) To provide, for the assistance of the industries and of Government departments, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, finance, costing methods, legal and other matters.

(e) To promote by all lawful means the welfare of the industries in all matters affecting them.

(f) To create and maintain a public opinion favourable to the confederation and allied trades in any of their branches; to diffuse and procure information, consider, originate and support improvements in the manufacture of confectionery and cognate articles, and to this end to promote or oppose Bills in Parliament, to hold meetings, public and private, and to carry on propagandist work, and to subscribe to, become a member of, and to cooperate with, any other association whose objects are altogether or in part similar to those of the Alliance.

(g) To enter into arrangements with any public authority that may seem conducive to the Alliance's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Alliance may think it desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions.

(h) To promote research and other scientific work in connection with the industries.

(i) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the industries or any of them, and to establish and maintain a bureau of information for the benefit of members of the Alliance.

(j) To encourage the discovery of, and investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by members of the Alliance for any of the purposes of the industries or any of them, and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation

marks, whether for general or special purposes, with a view to the use thereof by members of the Alliance and others upon such terms as may seem expedient; and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

(k) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom members and other persons engaged in the industries may have occasion to deal, and to provide information of the character aforesaid to traders, whether members of the Alliance or not, and either gratuitously or otherwise.

(l) To establish, promote, cooperate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist, any associations and institutions and other bodies, incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its members: provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which members of the Alliance collectively hold more than one-twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.

(m) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.

(n) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.

(o) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the industries, or merely one or more particular parts or sections of the industries or any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special payment by such particular sections or members or groups of members as may be expedient.

(p) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange,

promissory notes or other obligations or securities of the Alliance, or by mortgage or charge of all or any part of the property of the Alliance.

(7) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(8) To use all the means of the Alliance not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust monies and in such manner as may from time to time be determined.

(9) To purchase, take or have taken in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, appliances, apparatus, and any rights or privileges to exercise or to exercise for the purposes of the Alliance, and to construct, or to alter, improve and maintain any buildings which may be required to be required for the purposes of the Alliance and to make such buildings self-contained, let, mortgage, lease, or to let to a tenant or tenants, or to let with all or part of the same with a view to the promotion of the objects of the Alliance.

(10) To pay all expenses, liabilities or obligations due to the formation of the Alliance and to its objects.

(11) To take over the undertaking, if any, of the Manufacturing Corporation's Alliance, Ltd., and also any of its assets which may be transferred to and may be lawfully vested in the incorporated Alliance.

(12) To establish, or support or aid in the establishment and support of associations, institutions, funds, trusts and companies calculated to benefit employees or ex-employees of the Alliance or the dependants of connections of such persons, and to make grants and allowances to and to make payments towards the education of such persons.

(13) To procure the Alliance to be registered or recognised in any part of the British Empire or in any foreign country or place.

(14) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, or insurance of employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1901, or any Act amending extending or re-enacting the same, or to insure any risks connected with any such business as aforesaid.

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

Provided also that in case the Alliance shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Alliance shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members for the time being of the Council or governing body of the Alliance shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of such Council or governing body have been if no incorporation had been effected, and the incorporation of the Alliance shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Alliance were not incorporated. In case the Alliance shall take or hold any property which may be subject to any trusts, the Alliance shall only deal with the same in such manner as allowed by law having regard to such trusts.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance, or to any member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Alliance, but so that no member of the Council or governing body of the Alliance shall be appointed to any salaried office of the Alliance or any office of the Alliance paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Alliance to any member of such Council or governing body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance, provided that nothing hereinbefore contained shall prevent any payment

to any company of which a member of the Council or governing body may be a member holding less than one-fourth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Alliance who is a member of the Council or not, from exercising any processes and making claims, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or patent or in respect of any discovery, invention and patents in culture, growth or work of the Alliance.

5. No alterations of the rules of the Alliance shall be made to or in the regulations or constitution of the Alliance (of Association for the time being in force) without the sanction of the Council, and any proposal submitted to and of the Council for the purpose of the Alliance.

6. The profits and net returns of the Alliance shall be distributed among the members of the Alliance in proportion to the amount of their contributions to the Alliance in accordance with the rules of the Alliance, and the Council of the Alliance in accordance with the rules of the Alliance.

7. The profits and net returns of the Alliance shall be distributed

8. In the event of the Alliance being wound up during the term of the Alliance, the assets of the Alliance shall be distributed among the members of the Alliance in proportion to the amount of their contributions to the Alliance in accordance with the rules of the Alliance, and the Council of the Alliance in accordance with the rules of the Alliance.

9. In the event of the Alliance being wound up during the term of the Alliance, the assets of the Alliance shall be distributed among the members of the Alliance in proportion to the amount of their contributions to the Alliance in accordance with the rules of the Alliance, and the Council of the Alliance in accordance with the rules of the Alliance.

10. In the event of the Alliance being wound up during the term of the Alliance, the assets of the Alliance shall be distributed among the members of the Alliance in proportion to the amount of their contributions to the Alliance in accordance with the rules of the Alliance, and the Council of the Alliance in accordance with the rules of the Alliance.

as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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

SYDNEY WOODROFFE PASCALL, 100, Blackfriars Road, London, S.E.1, *Manufacturing Confectioner.*

HORACE WALKER, Greenbank, Bristol, *Chocolate Manufacturer.*

STANLEY MACHIN, 16, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

JAMES BOYD, 15, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

GEORGE MATHISON, Clarico Confectionery Works, Victoria Park, London, E.9, *Manufacturing Confectioner.*

RICHARD ALDERSON FRY, Lever Street, London, E.C.1, *Cocoa and Chocolate Manufacturer.*

BENJAMIN STEPHENSON ROWNELL, Cocoa Works, York, *Cocoa and Chocolate Manufacturer.*

GEORGE EDMUND DAVIES, Lewins Mead, Bristol, *Manufacturing Confectioner.*

Dated the 16th day of May, 1919.

Witness to the above signatures,

AUGUSTUS SOMERS FIELD STEVENS,

9, Queen Street Place,

London, E.C.4.

Assistant Secretary.

THIS IS TO CERTIFY that this is a true copy of the printed document to be submitted to the Extraordinary General Meeting of the Alliance on 16th June, 1955, in accordance with Special Resolution II

A. B. Walker
President
18th May 1955

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF THE

COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED

Adapted by Special Resolution passed on 16th June, 1955

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto.

"The Companies Act" means the Companies Act, 1948.

"Month" means calendar month.

"The Alliance" means the Cocoa, Chocolate and Confectionery Alliance Limited

"The office" means the registered office of the Alliance.

"The Council" means the council of management of the Alliance.

"In writing" and "written" include printing, lithography, and typewriting and all other modes of representing or reproducing words in visible form.

MEMBERS

2. For the purpose of registration the number of members of the Alliance was declared to be 100*, but the Council may register an increase in the number of members whenever and as often as it thinks fit.

3. These Articles shall be construed with reference to the provisions of the Companies Act, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

4. The Alliance is established for the purposes expressed in the Memorandum of Association.

5. The persons whose names were entered on the register of members at the date of the adoption of these Articles and such other persons as shall be elected to membership by the Council in accordance with the provisions of these Articles and whose names shall be entered in the register of members shall be the members of the Alliance.

6. The members of the Alliance shall consist of persons and corporate bodies carrying on business as manufacturers of cocoa, cocoa butter, chocolate or sugar confectionery, who have been elected as members of the Alliance in manner hereinafter provided, and shall be divided into two classes:—

(a) Ordinary members, being all members who pay the full subscription fixed by the Council.

(b) Associate members, being members whose production or turnover (as the Council may decide) is less than a figure to be fixed by the Council and who elect to pay, instead of the full subscription, a subscription at a lower rate to be fixed by the Council.

7. No firm or other unincorporated association may as such become a member of the Alliance, but if any such firm or association should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, become and be a member and have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the

*NOTE:—By special resolution dated 20th September, 1928, the number of members was increased to 500, and by a further special resolution dated 17th March, 1955, it was increased to 700.

nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of the Council of the Alliance, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a member and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed by or on behalf of all the members of the firm or by the president or chairman and the secretary of an unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and in the case of a firm of the names, nationality, and private address of each partner, and thereafter shall give such particulars when and as often as may be required by the Council.

10. Any corporation which is a member of the Alliance may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Alliance and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Alliance.

11. No person or corporation shall be admitted to membership of the Alliance unless an application for membership shall have been signed by him or it or on his or its behalf.

12. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Alliance.

13. Any member may withdraw from the Alliance by giving notice in writing duly signed to the Secretary at least three months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year, and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such financial year. In default of such notice being so given, any member shall be liable to pay the subscription for and any levies made during the ensuing year.

14. Upon the retirement of any member by notice as stated in Article 13, the member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.

15. The Council by notice in writing given pursuant to a resolution passed by a majority of two-thirds of those present and voting may, at any time, require any member to withdraw from the Alliance forthwith or at a date fixed by the Council, and shall retain a due proportion of such member's current subscription having regard to the unexpired portion of the period for which it is paid, and such member shall cease to be a member of the Alliance at the time specified in such notice. Provided always that no resolution passed in pursuance of this Article shall have any validity or effect unless the members whose membership is in question has been furnished with particulars of the grounds upon which it is proposed that he shall be required to withdraw and has been given a proper opportunity of attending and being heard at the meeting of the Council at which such proposal is to be considered.

16. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription, or any levy duly made upon him, within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind, or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Alliance to claim payment of the full amount of any annual subscription or levy which the member shall have become liable to pay or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

17. Every member of the Alliance shall be bound:—

- (a) To pay to the Alliance such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Alliance in general meeting.
- (b) To observe the provisions of these Articles and of the Memorandum of Association and all the by-laws, rules and regulations of the Alliance for the time being in force.
- (c) To pay and make good to the Alliance any loss or damage which the Alliance may sustain through any wilful act or default of such member or any representative of such member, but only if such act or default shall be a breach of any provisions of these Articles, or of the Memorandum of Association, or of any by-law, rule or regulation of the Alliance.

COUNCIL OF THE ALLIANCE

18. The business of the Alliance shall be managed by a Council elected by the members of the Alliance.

19. The Council shall, subject to the provision in Article 20(2), consist of the President and Vice-Presidents of the Alliance and 80 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article.

20. (1) The 15 cocoa and chocolate representatives shall be appointed by Groups as follows:—

Group	Members	Number of Repre- sentatives
A	Cadbury Bros., Ltd., J. S. Fry & Sons, Ltd., Rowntree & Co., Ltd., The Nestlé Company Ltd., and Joseph Terry & Sons, Ltd.	5
B	Beech's Chocolates, Ltd., Carsons, Ltd., Charles Bond, Ltd., A. J. Caley, Ltd., Chocolat Tobler, Ltd., Clarrison, Ltd., W. & M. Duncan, Ltd., Jamesons Chocolates, Ltd., J. Lyons & Co., Ltd., Mars, Ltd., Mayfair Products, Ltd., Re-S. Murray & Co., Ltd., Needler's, Ltd., Geo. Payne & Co., Ltd., W. S. Shuttleworth & Co., Ltd., Henry Thorne & Co., Ltd., and Whitefields, Ltd.	3
C	Ordinary members manufacturing chocolate converture for sale	1
D	Ordinary members manufacturing cocoa butter for sale	1
E	Ordinary members manufacturing cocoa or chocolate, other than members of Group A or Group B.	3
F	English and Scottish Joint Co-operative Wholesale Society, Ltd.	1
G	Associate members manufacturing cocoa or chocolate	1
		15

Beecham Foods, Ltd.

Deffen

of

(2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:—

Group	Members	Number of Repre- sentatives
	Ordinary members manufacturing:	
A	Boiled sugar goods	4
B	Toffees and caramels	3
C	Panned goods and lozenges, licorice and cream paste, pastilles, clear gums and chewing gum, general confectionery	5
D	Co-operative Wholesale Society, Ltd.	1
E	Associate members manufacturing sugar confectionery	2
		15

Provided that if the appointed representatives of the Groups representing sugar confectionery manufacturers do not include a representative of the Scottish manufacturers the Council may coopt such a representative.

(3) For the purpose of electing the representatives of the Groups specified in both paragraphs (1) and (2) each member of the Group shall have one vote for each representative to be elected.

(4) The Secretary shall keep a register of members comprising each Group.

Any dispute as to a member's right to be registered as a member of a Group shall be settled by the Council. The Council shall also have power to approve any alteration in the composition of the Groups listed in paragraphs (1) and (2) of this Article.

(5) The Group elections shall take place and be completed before 31st December in each year. The elected members shall hold office from 1st January to 31st December (both inclusive) of the following year.

(6) Each member of a Group shall have the right to nominate one candidate for election to the Council as the representative or one of the representatives of each Group to which such member belongs. Each nomination shall require to be seconded by another member of the same Group. A candidate may not stand for election by more than one Group, and if an individual is nominated as candidate for two or more Groups, he must elect for which Group he will stand and withdraw his candidatures for other Groups.

(7) The elections shall be made either at meetings of the Groups or by postal ballot as the Council shall decide. The Council shall also have power to make rules governing such elections.

(8) Notwithstanding Section 188 of the Companies Act, no member of the Council shall be liable to vacate office by reason of his attaining or having attained the age of 70 and any person shall be capable of being appointed as a member of the Council notwithstanding that he has attained the age of 70, and it shall not be necessary to give special notice of any resolution appointing or approving the appointment of any such member of the Council.

21. There shall be a President, Honorary Treasurer, and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President and Vice-Presidents for the time being shall retire at each annual general meeting of the Alliance but, subject to such nomination as aforesaid, shall be eligible for re-election provided that they shall not hold office for more than three years in succession unless by special request of the Alliance in general meeting. The President and Vice-Presidents must be members of the Alliance or directors or principal officers of corporation members and shall be ex-officio members of the Council. Any casual vacancy in any of the said offices may be filled by the Council.

22. The office of a member of the Council shall *ipso facto* be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he attends no meetings during a period of twelve months, and the Council pass a resolution that his office is vacated by reason of such non-attendance.
- (e) If he is requested in writing by all other members of the Council to resign.
- (f) If he is prohibited from acting by any Order made pursuant to Section 188 of the Act.
- (g) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (h) If he ceases for any cause to be a member or a director or principal officer of a corporation member of the Alliance.

23. Subject as aforesaid the Council shall be entitled to appoint a qualified person as a member of the Council to fill a casual vacancy howsoever caused. The person so appointed shall hold office until the 31st December next after his appointment, subject to Article 22.

24. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

POWERS OF THE COUNCIL OF THE ALLIANCE

25. The Council shall have sole control in regard to all matters relating to the management and organisation of the Alliance. It may exercise all such powers and do all such acts and things as may be exercised or done by the Alliance and are not hereby or by statute expressly directed or required to be exercised or done by the Alliance in general meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force. The Council shall be empowered to invite any director of a corporation or any partner of a firm other than the representative nominated under Article 7, or a representative of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without power of voting.

26. The Council may establish any committees, local boards or agencies for managing any of the affairs of the Alliance, either in the United Kingdom or elsewhere, and may appoint any persons (being either members of the Council or persons who are not members of the Council and partly one and partly the other) to be members of any such committees or local boards or agencies, or any managers or agents, and may fix their remuneration, and may delegate to any committee, local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may authorise the members of any committee or local board to act notwithstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

PROCEEDINGS OF THE COUNCIL

27. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, three members of the Council shall be a quorum.

28. The President, or failing him one of the Vice-Presidents (to be selected by the meeting), shall be entitled to preside at all meetings of the Council. If the President or a Vice-President is not in attendance and willing to act the Council shall select a chairman from those present for that meeting.

29. The Council may at any time, and the Secretary upon the request of three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. In the event of the votes being equally divided the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Council.

30. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

MINUTES

31. The Council shall cause minutes to be daily entered in books provided for the purpose:-

- (a) Of all appointments of officers.
- (b) Of the names of the members of the Council present at each meeting of the Council, and of any committee of the Council.
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Council and committees.

32. Any such minutes of any meeting of the Council or of the committee, or of the Alliance, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

SEAL

33. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given. Two members of the Council at the least shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

34. The Alliance shall hold a general meeting as its annual general meeting once in every year at such time (not being more than fifteen months after the last preceding meeting) and place as may be prescribed by the Council, and shall specify the meeting as such in the notices calling it.

35. The general meetings referred to in the last preceding clause shall be called annual general meetings. All other meetings of the Alliance shall be called extraordinary general meetings.

36. The Council may, whenever it may think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.

37. Twenty-one days' notice in writing at the least of all annual general meetings and of all meetings called for the passing of a special resolution, and fourteen days' notice in writing at the least of all other general meetings (exclusive both of the day when the notice is served or deemed to be served, and of the day for which notice is given) specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the auditors and to all members who are not disentitled under these Articles to receive the same. It shall not be necessary to give such notice to any member who has no registered address.

38. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. The business of an annual general meeting shall be:-

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the auditors.
- (b) To elect a President, Honorary Treasurer and Vice-Presidents in the place of those retiring.
- (c) To appoint an auditor or auditors and fix his or their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an annual general meeting.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. If any member has any proposal or any matter which he wishes to make or bring before an annual general meeting he shall give twenty-four days' written notice thereof to the Secretary.

40. Every meeting of the Alliance shall be presided over by the President or, failing him, a Vice-President and, if neither the President nor any Vice-President is present and willing to act, the meeting shall elect a chairman from the members of the Council then present or, if none be present, from the members of the Alliance present.

41. For all purposes the quorum of a general meeting shall be five members personally present or in the case of a corporation, represented by its duly nominated representative, and no business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

42. If within half an hour from 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 as nearly as practicable, 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.

43. The chairman of a meeting, at which a quorum is present may with the consent of the meeting and shall if so directed by the meeting adjourn it from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Every question submitted to a meeting shall be decided in the first instance by a show of hands.

45. No member shall be entitled to vote whether on a show of hands or on a poll if his subscription is in arrear for the space of three months. Any member shall have the right to demand a poll before or on the declaration of the result of the show of hands. Unless a poll is so demanded a declaration by the chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minute book of the Alliance shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

46. Subject to the provisions of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

47. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

49. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

50. Subject as hereinbefore provided, every member shall have one vote.

51. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act. A proxy need not be a member.

52. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

53. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

55. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

" I, The Cocoa, Chocolate and Confectionery Alliance,
 " of London,
 " a member of the above-named company
 " hereby appoint
 " of
 " and failing him,
 " of
 " to vote for me and on my behalf at the (annual, or
 " extraordinary, or adjourned, as the case may be)
 " general meeting of the Alliance to be held on the
 " day of 19
 " thereof.
 " As witness my hand this 19 day of 19 "

56. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ACCOUNTS

57. The Council shall cause true accounts to be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Alliance, and of the assets, credits and liabilities of the Alliance. The books of account shall be kept at the office or (subject to Section 147(3) of the Act) at such other place or places as the Council shall think fit and shall at all times be open to the inspection of members of the Council. Proper accounts shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

58. The Alliance in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the accounts and books of the Alliance or any of them shall be open to the inspection of the members, and subject thereto such accounts and books shall be open for their inspection at all reasonable times during business hours.

59. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared, and to be laid before the Alliance in general meeting, such income and expenditure accounts, balance sheets, Group accounts (if any) and reports as are referred to in those sections.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alliance in general meeting, together with a copy of the auditors' report, shall not less than 21 clear days before the date of the meeting be sent to the auditors and to every member of the Alliance who is entitled to receive notices of general meetings.

61. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the first general meeting being treated as the statutory meeting, the Council being treated as the directors, and the members being treated as the shareholders mentioned in the said sections.

NOTICES

62. A notice may be served by the Alliance upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted as a prepaid letter. A certificate in writing signed by any manager, secretary or other officer of the Alliance that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient evidence thereof.

63. Every notice or application to the Council or the Secretary of the Alliance, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or left at the office addressed to him between the hours of 10 in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

INDEMNITY

64. Subject to the provisions of Section 205 of the Act every member of the Council, manager, secretary and other officer or servant of the Alliance shall be indemnified by the Alliance against, and it shall be the duty of the members of the Council, out of the funds of the Alliance, to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

65. Subject to the provisions of the said Section no member of the Council or other officer of the Alliance shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Alliance or through the insufficiency or deficiency of any security of the Alliance or through the insolvency or deficiency of any security, or in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.

66. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Alliance shall have effect and be observed as if the same were repeated in these Articles.

A. B. Walden

President

THIS IS TO CERTIFY that this is a true copy of the printed document submitted to the Extraordinary General Meeting today in accordance with Special Resolution II

A. B. Walden

16th June 1955

Chairman of the meeting

DUPLICATE FOR THE FILE.

No. 156562 / 51



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE
(the word "Limited" being omitted by Licence of the Board of Trade)

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **second** day of
August One thousand nine hundred and fifty five

L. R. Langford
Registrar of Companies.

Certificate received by

260

Date

6/8/55

861



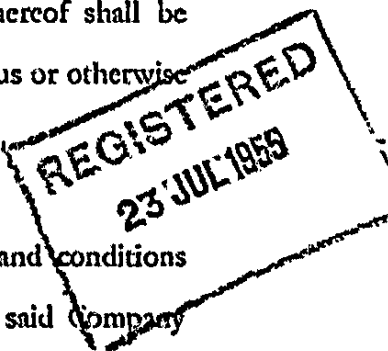
pursuant to Section 19(2) of the Companies Act, 1948.



WHEREAS it has been proved to the satisfaction of the Board of Trade that the objects of

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED

which was registered under the Companies Acts 1908 to 1917, are restricted to those specified in subsection (2) of Section 19 of the Companies Act, 1948, and to objects incidental or conducive thereto and that by its constitution the said Company is required to apply its income and property whencesoever derived solely towards the promotion of the objects of the said Company as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Company



NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Company and provided that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, the Board in pursuance of the powers conferred upon them by the said subsection (2) of Section 19, do by this their licence authorise the said company to make a change in its name including or consisting of the omission of the word "Limited."

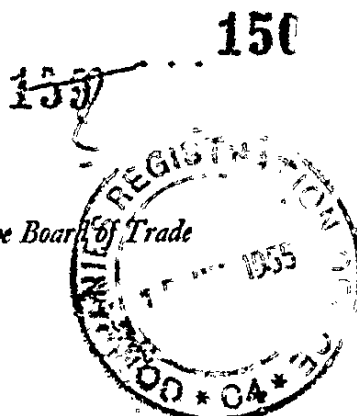
SIGNED by order of the Board of Trade, this ninth day

of July,

1955.

C. M. Matthews

An Assistant Secretary of the Board of Trade



THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE
11 Green Street, London, W.1.

Special resolution adopted at the annual general meeting
held on 1st June, 1961

Amendment of Articles of Association

The annual general meeting had before it, as previously circulated, a resolution to amend the Articles of Association relating to the constitution of the Council. The resolution read as follows:

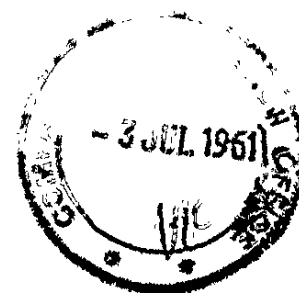
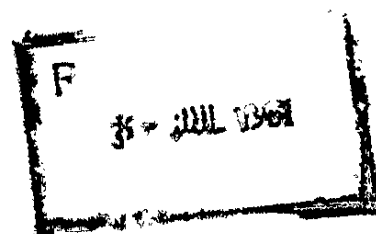
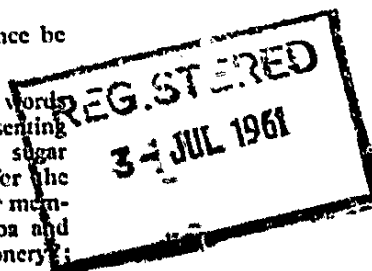
" THAT the Articles of Association of the Alliance be altered in the manner following, namely:

- (i) By deleting from Article 19 the figures and words '30 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery' and by substituting therefor the following figures and words, viz.: '31 other members of the Alliance, 16 representing cocoa and chocolate and 15 representing sugar confectionery';
- (ii) By deleting from the first line of Article 20 (1) the figure '15' and by substituting therefor the figure '16';
- (iii) By deleting from Article 20 (1) the second and third horizontal columns relating to Group A and by substituting therefor the following columns, viz.:
- * Cadbury Brothers, Ltd., J. S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nestlé Company, Ltd., Rowntree & Co., Ltd., Joseph Terry & Sons, Ltd.
- (iv) By deleting from Article 20 (1) the figure '3' in the third horizontal column relating to Group B and by substituting therefor the figure '2'; and
- (v) By deleting from Article 20 (1) the figure '15' at the foot of the third column and by substituting therefor the figure '16'."

In proposing the resolution on behalf of the Council the President pointed out that its purpose was to afford direct representation on the Council to John Mackintosh & Sons, Ltd. and Mars, Ltd. by adding them to Chocolate "A" Group for electoral purposes. The proposal was seconded by Mr. Lloyd Owen, who underlined the importance of reviewing the constitution from time to time to ensure that it reflected conditions in the industry. The resolution was unanimously approved.

(S' mod)

J. L. Owen
Secretary



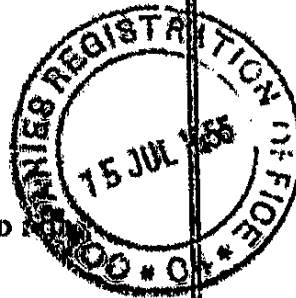
THE COMPANIES ACT, 1948

Memorandum and Articles of Association

OF THE

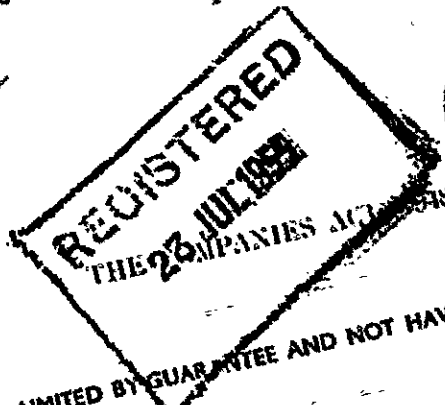
**COCOA, CHOCOLATE AND
CONFECTIONERY ALLIANCE
LIMITED**

**COMPANY LIMITED BY GUARANTEE AND
HAVING A SHARE CAPITAL.**



156562 / 12

CR



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association
of the
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE LIMITED

1. The names of the subscribers to the Cocoa, Chocolate and Confectionery Alliance are as follows:
2. The registered office of the Alliance will be situated in England.
3. The objects to be pursued by the Alliance are as follows:
 - (a) To act as a general association, organization of the cocoa, chocolate and confectionery industries in the United Kingdom (whether by itself or in conjunction with other similar organizations) for the purpose of promoting the interests of the cocoa, chocolate and confectionery industries in the United Kingdom and of the United Kingdom in the cocoa, chocolate and confectionery industries in other countries.
 - (b) To provide for the cocoa, chocolate and confectionery industries in the United Kingdom and of the United Kingdom in the cocoa, chocolate and confectionery industries in other countries.
 - (c) To provide for the cocoa, chocolate and confectionery industries in the United Kingdom and of the United Kingdom in the cocoa, chocolate and confectionery industries in other countries.

marks, whether for general or special purposes, with a view to the use thereof by members of the Alliance and others upon such terms as may seem expedient; and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

(k) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom members and other persons engaged in the industries may have occasion to deal, and to provide information of the character aforesaid to traders, whether members of the Alliance or not, and either gratuitously or otherwise.

(l) To establish, promote, cooperate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist, any associations and institutions and other bodies, incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its members: provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which members of the Alliance collectively hold more than one-twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.

(m) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.

(n) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.

(o) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the industries or merely one or more particular parts or sections of the industries or any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special payment by such particular sections or members or groups of members as may be expedient.

(p) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange,

conditions of employment, the supply of raw materials, production, storage, distribution, transport, prices, imports and exports, local and national legislation and public relations, and to communicate such views to members, the Government and Government departments and other traders or authorities, exchange-traders and persons.

(i) To provide for the assistance of the industries and of Government departments, information and services of an advisory character in matters of statistics, home and foreign markets, distribution, transport, production, propaganda, labour, taxation, patents, legal and other matters.

(j) To promote in all legal measures the welfare of the industries and all matters connected therewith.

(k) To receive and conduct a public account in favourable to the interests of the industries in any of their branches, to which account shall be paid all moneys received by the Alliance in the exercise of its powers, and to pay out of such account all moneys required for the purposes of the Alliance, and to carry out all the objects of the Alliance, and to become a member of any association or body which may be established for the purpose of promoting the objects of the Alliance.

(l) To receive and conduct a public account in favourable to the interests of the industries in any of their branches, to which account shall be paid all moneys received by the Alliance in the exercise of its powers, and to pay out of such account all moneys required for the purposes of the Alliance, and to carry out all the objects of the Alliance, and to become a member of any association or body which may be established for the purpose of promoting the objects of the Alliance.

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

Provided also that in case the Alliance shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Alliance shall not sell, mortgage,

charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members for the time being of the Council or governing body of the Alliance shall be chargeable for such property as may come into their

accrues, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of such Council or governing body have been if no incorporation had been effected, and the incorporation of the Alliance shall not diminish or impair any control or authority exercisable by the Charity Trustees, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Alliance were not incorporated. In case the Alliance shall take or hold any property which may be subject to any trusts, the Alliance shall only deal with the same in such manner as allowed by law having regard to such trusts.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance, or to any member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour,

the payment of interest at a rate not exceeding five per centum per annum in money lent, or payment of a reasonable and proper rent for premises taken or used by any member of the Alliance, but so that no member of the Council or governing body of the Alliance shall be appointed to any office or position in which he is interested.

shall be given by the Alliance to any member of such Council or governing body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance, provided that nothing hereinbefore contained shall prevent any payment

to any company of which a member of the Council or governing body may be a member holding less than one hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Alliance, who put a member of the Council or not from exercising any powers and making no use acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any form of partnership in respect of any discovery, invention and patents to others from the work of the Alliance.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Council of the Alliance.

6. The profits and other income of the Memorandum constitute fund for the payment and interest of which there are conditions on which a member shall be the holder of shares in the Alliance in pursuance of the regulations for the time being in force.

7. The profits and other income shall be distributed as follows:

8. Every member of the Alliance who shall be entitled to the profits of the Alliance in the event of the same being wound up during the time that he is a member of the Alliance shall be entitled to the payment of the profits and interest of the Alliance contributed 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 contributors and of the profits and interest as may be required for the purpose.

9. If upon the winding up of the Alliance the Alliance then remains, after the deduction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Alliance, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Alliance, and which shall be the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Alliance under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Alliance at or before the time of dissolution, and it and so far as that cannot be given to the above-named persons then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Alliance, and, subject to any reasonable restrictions

as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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

SYDNEY WOODROFFE PASCALL, 100, Blackfriars Road, London, S.E.1,
Manufacturing Confectioner.

HORACE WALKER, Greenbank, Bristol, *Chocolate Manufacturer.*

STANLEY MAHIN, 16, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

JAMES ROYD, 15, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

GEORGE MATHIAS, Clarke Confectionery Works, Victoria Park, London, E.9, *Manufacturing Confectioner.*

RICHARD ALDERSON PRY, Lever Street, London, E.C.1, *Cocoa and Chocolate Manufacturer.*

BENJAMIN STEPHENS ROWSLEY, Cocoa Works, York, *Cocoa and Chocolate Manufacturer.*

GEORGE EDMUND DAVIES, Lewins Mead, Bristol, *Manufacturing Confectioner.*

Dated the 16th day of May, 1919.

Witness to the above signatures,

AUGUSTUS SOMERS FIELD STEVENS,

9, Queen Street Place,

London, E.C.4,

Assistant Secretary.

This is to CERTIFY that this is a true copy of the printed document to be submitted to the Extraordinary General Meeting of the Alliance on 12th June 1955, in accordance with Special Resolution E.

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C. B. Walther

ALL COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

CHOCOLATE AND CONFECTIONERY

ALLIANCE LIMITED

Registered in England and Wales at Companies House 1555

1. The objects of the company are the following words and expressions set forth in the following memorandum and articles of association in the subject matter of each of the following resolutions.

2. The company is to be known as the company.

3. The company is to be known as the company.

4. The company is to be known as the company.

5. The company is to be known as the company.

6. The company is to be known as the company.

7. The company is to be known as the company.

8. The company is to be known as the company.

9. The company is to be known as the company.

10. The company is to be known as the company.

MEMBERS

2. For the purpose of registration the number of members of the Alliance was declared to be 100*, but the Council may register an increase in the number of members whenever and as often as it thinks fit.
3. These Articles shall be construed with reference to the provisions of the Companies Act, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.
4. The Alliance is established for the purposes expressed in the Memorandum of Association.
5. The persons whose names were entered on the register of members at the date of the adoption of these Articles and such other persons as shall be elected to membership by the Council in accordance with the provisions of these Articles and whose names shall be entered in the register of members shall be the members of the Alliance.
6. The members of the Alliance shall consist of persons and corporate bodies carrying on business as manufacturers of cocoa, cocoa butter, chocolate or confectionery, who have been elected as members of the Alliance in manner hereinafter provided, and shall be divided into two classes:
 - (a) Ordinary members, being all members who pay the full subscription fixed by the Council.
 - (b) Associate members, being members whose production or turnover as the Council may decide is less than a figure to be fixed by the Council and who elect to pay, instead of the full subscription, a subscription at a lower rate to be fixed by the Council.
7. No firm or other unincorporated association may as such become a member of the Alliance, but if any such firm or association should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, become and be a member and have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the

*Note. By special resolution dated 20th September, 1928, the number of members was increased to 500, and by a further special resolution dated 17th March, 1955, it was increased to 700.

nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of the Council of the Alliance, nominate another representative in his place. Upon receipt by the Council of any such revocation, each member shall *ipso facto* cease to act or be entitled or recognised as a representative of such firm or association, and any person nominated as representative of such firm or association by the Council, be and become a member and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed by or on behalf of all the members of the firm or by the president of the firm and the secretary of an unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and in the case of a firm of the names, nationality, and private address of each partner, and thereafter shall give such particulars when and as often as may be required by the Council.

10. Any corporation which is a member of the Alliance may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Alliance, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Alliance.

11. No person or corporation shall be admitted to membership of the Alliance unless an application for membership shall have been signed by him or it or on his or its behalf.

12. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Alliance.

13. Any member may withdraw from the Alliance by giving notice in writing duly signed to the Secretary at least three months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year, and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such financial year. In default of such notice being so given, any member shall be liable to pay the subscription for and any levies made during the ensuing year.

14. Upon the retirement of any member by notice as stated in Article 13, the member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.

15. The Council by notice in writing given pursuant to a resolution passed by a majority of two-thirds of those present and voting may, at any time, require any member to withdraw from the Alliance forthwith or at a date fixed by the Council, and shall retain a due proportion of such member's current subscription having regard to the unexpired portion of the period for which it is paid, and each member shall cease to be a member of the Alliance at the time specified in such notice. Provided always that no resolution passed in pursuance of this Article shall have any validity or effect unless the member whose membership is in question has been furnished with particulars of the grounds upon which it is proposed that he shall be required to withdraw and has been given a proper opportunity of attending and being heard at the meeting of the Council at which such proposal is to be considered.

16. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription, or any levy duly made upon him, within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind, or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Alliance to claim payment of the full amount of any annual subscription or levy which the member shall have become liable to pay or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

17. Every member of the Alliance shall be bound:-

- (a) To pay to the Alliance such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Alliance in general meeting.
- (b) To observe the provisions of these Articles and of the Memorandum of Association and all the by-laws, rules and regulations of the Alliance for the time being in force.
- (c) To pay and make good to the Alliance any loss or damage which the Alliance may sustain through any wilful act or default of such member or any representative of such member, but only if such act or default shall be a breach of any provisions of these Articles, or of the Memorandum of Association, or of any by-law, rule or regulation of the Alliance.

COUNCIL OF THE ALLIANCE

18. The business of the Alliance shall be managed by a Council elected by the members of the Alliance.

19. The Council shall, subject to the provision in Article 20(2), consist of the President and Vice-Presidents of the Alliance and 30 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article.

20. (1) The 15 cocoa and chocolate representatives shall be appointed by Groups as follows:

Group	Members	Number of Representatives
A	Galaxy Brand Ltd., J. S. Fry & Sons, Ltd., Rowntree & Co., Ltd., The Nestle Company Ltd., and Joseph Terry & Sons, Ltd.	5
B	Reckitt's Chocolates, Ltd., Larsons, Ltd., Charles Beal Ltd., A. J. Gaby, Ltd., Chocolat Jobert, Ltd., Clarnon, Ltd., W. & M. Duncan, Ltd., James Watson & Co., Ltd., J. Lyons & Co., Ltd., Mars, Ltd., McVitie Products, Ltd., H. G. Morris & Co., Ltd., Nodder's, Ltd., Geo. Payne & Co., Ltd., W. S. Shuttleworth & Co., Ltd., Henry Thomas & Co., Ltd., and Whitefields, Ltd.	3
C	Ordinary members manufacturing chocolate confectionery for sale	1
D	Ordinary members manufacturing cocoa butter for sale	1
E	Ordinary members manufacturing cocoa or chocolate, other than members of Group A or Group B	3
F	English and Scottish Joint Co-operative Wholesale Society, Ltd.	1
G	Associate members manufacturing cocoa or chocolate	1
		15

(2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:—

Group	Members	Number of Representatives
	Ordinary members manufacturing:	
A	Baked sugar goods	4
B	Foices and caramels	3
C	Pummed goods and lozenges, licorice and cream paste, pastilles, clear gums and chewing gum, general confectionery	5
D	Co-operative Wholesale Society, Ltd.	1
E	Associate members manufacturing sugar confectionery	2
		15

Provided that if the appointed representatives of the Groups representing sugar confectionery manufacturers do not include a representative of the Scottish manufacturers the Council may co-opt such a representative.

(3) For the purpose of electing the representatives of the Groups specified in both paragraphs (1) and (2) each member of the Group shall have one vote for each representative to be elected.

(4) The Secretary shall keep a register of members comprising each Group.

Any dispute as to a member's right to be registered as a member of a Group shall be settled by the Council. The Council shall also have power to approve any alteration in the composition of the Groups listed in paragraphs (1) and (2) of this Article.

(5) The Group elections shall take place and be completed before 31st December in each year. The elected members shall hold office from 1st January to 31st December (both inclusive) of the following year.

(6) Each member of a Group shall have the right to nominate one candidate for election to the Council as the representative or one of the representatives of each Group to which such member belongs. Each nomination shall require to be seconded by another member of the same Group. A candidate may not stand for election by more than one Group, and if an individual is nominated as candidate for two or more Groups, he must elect for which Group he will stand and withdraw his candidatures for other Groups.

- (17) The elections shall be made either at meetings of the Groups or by postal ballot as the Council shall decide. The Council shall also have power to make rules governing such elections.
- (18) Notwithstanding Section 185 of the Companies Act, no member of the Council shall be liable to vacate office by reason of his attaining or having attained the age of 70 and any person shall be eligible for appointment as a member of the Council notwithstanding that he has attained the age of 70, and it shall not be necessary to give special notice of any resolution appointing or approving the appointment of any such member of the Council.
21. There shall be a President, Honorary Treasurer, and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President and Vice-Presidents for the time being shall retire at each annual general meeting of the Alliance but, subject to such nomination as aforesaid, shall be eligible for re-election provided that they shall not hold office for more than three years in succession unless by special request of the Alliance in general meeting. The President and Vice-Presidents must be members of the Alliance or directors or principal officers of corporation members and shall be ex-officio members of the Council. Any casual vacancy in any of the said offices may be filled by the Council.
22. The office of a member of the Council shall ipso facto be vacated:—
- (a) If he is a bankrupt or suspends payment or compounds with his creditors;
 - (b) If he is found lunatic or becomes of unsound mind;
 - (c) If he writes in writing to the Council he resigns his office;
 - (d) If he attends no meetings during a period of twelve months, and the Council pass a resolution that his office is vacated by reason of such non-attendance;
 - (e) If he is requested in writing by all other members of the Council to resign;
 - (f) If he is prohibited from doing so by any Order made pursuant to Section 188 of the Act;
 - (g) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act;
 - (h) If he ceases for any cause to be a member or a director or principal officer of a corporation member of the Alliance.
23. Subject as aforesaid the Council shall be entitled to appoint a qualified person as a member of the Council to fill a casual vacancy howsoever caused. The person so appointed shall hold office until the 31st December next after his appointment, subject to Article 22.

24. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

POWERS OF THE COUNCIL OF THE ALLIANCE

25. The Council shall have sole control in regard to all matters relating to the management and organisation of the Alliance. It may exercise all such powers and do all such acts and things as may be exercised or done by the Alliance and are not hereby or by statute expressly directed or required to be exercised or done by the Alliance in general meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force. The Council shall be empowered to invite any director of a corporation or any partner of a firm other than the representatives nominated under Article 7, or a representative of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without power of voting.
26. The Council may establish any committees, local boards or agencies for managing any of the affairs of the Alliance, either in the United Kingdom or elsewhere, and may appoint any persons (being either members of the Council or persons who are not members of the Council and partly one and partly the other) to be members of any such committees or local boards or agencies, or any managers or agents, and may fix their remuneration, and may delegate to any committee, local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may authorise the members of any committee or local board to act notwithstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
27. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, three members of the Council shall be a quorum.
28. The President, or failing him one of the Vice-Presidents (to be selected by the meeting), shall be entitled to preside at all meetings of the Council. If the President or a Vice-President is not in attendance and willing to act the Council shall select a chairman from those present for that meeting.

PROCEEDINGS OF THE COUNCIL

29. The Council may at any time, and the Secretary upon the request of three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. In the event of the votes being equally divided the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Council.

30. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or constitution in office of the Council or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly complied in office and was qualified to be a member of the Council.

MINUTES

31. The Council shall cause minutes to be duly entered in books provided for the purpose:

- (a) Of all appointments of officers;
- (b) Of the names of the members of the Council present at each meeting of the Council, and of any committee of the Council;
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Council and committees.

32. Any such minutes of any meeting of the Council or of the committee, or of the Alliance, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

SEAL

33. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given. Two members of the Council at the least shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

34. The Alliance shall hold a general meeting as its annual general meeting once in every year at such time (not being more than fifteen months after the last preceding meeting) and place as may be prescribed by the Council, and shall specify the meeting as such in the notices calling it.

35. The general meetings referred to in the last preceding clause shall be called annual general meetings. All other meetings of the Alliance shall be called extraordinary general meetings.

36. The Council may, whenever it may think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.

37. Twenty-one days' notice in writing at the least of all annual general meetings and of all meetings called for the passing of a special resolution, and fourteen days' notice in writing at the least of all other general meetings, exclusive both of the day when the notice is served and of the day for which notice is given, shall be given to all members of the Alliance specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the auditors, and to all members who are not disentitled under these Articles to receive the same. It shall not be necessary to give such notice to any member who has no registered address.

38. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. The business of an annual general meeting shall be:-

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the auditors;
- (b) To elect a President, Honorary Treasurer and Vice-Presidents in the place of those retiring;
- (c) To appoint an auditor or auditors and fix his or their remuneration;
- (d) To transact any other business which under these presents ought to be transacted at an annual general meeting.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. If any member has any proposal or any matter which he wishes to make or bring before an annual general meeting he shall give twenty-four days' written notice thereof to the Secretary.

40. Every meeting of the Alliance shall be presided over by the President or, failing him, a Vice-President and if neither the President nor any Vice-President is present and willing to act, the meeting shall elect a chairman from the members of the Council then present or, if none be present, from the members of the Alliance present.

41. For all purposes the quorum of a general meeting shall be five members personally present or in the case of a corporation, represented by its duly nominated representative, and no business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

42. If within half an hour from 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 as nearly as practicable 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.

43. The chairman of a meeting at which a quorum is present may with the consent of the meeting and shall if so directed by the meeting adjourn it from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Every question submitted to a meeting shall be decided in the first instance by a show of hands.

45. No member shall be entitled to vote who is not on a show of hands or on a poll if his subscription is in arrears for three months. Any member shall have the right to demand a poll before or on the declaration of the result of the show of hands. Unless a poll is so demanded a declaration by the chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minute book of the Alliance shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

46. Subject to the provisions of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

47. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

49. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

50. Subject as hereinbefore provided, every member shall have one vote.

51. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act. A proxy need not be a member.

52. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some other duly authorised in that behalf.

53. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alliance in general meeting, together with a copy of the auditors' report, shall not less than 21 clear days before the date of the meeting be sent to the auditors and to every member of the Alliance who is entitled to receive notices of general meetings.

61. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the first general meeting being treated as the statutory meeting, the Council being treated as the directors, and the members being treated as the shareholders mentioned in the said sections.

NOTICES

62. A notice may be served by the Alliance upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted as a prepaid letter. A certificate in writing signed by any manager, secretary or other officer of the Alliance that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient evidence thereof.

63. Every notice of application to the Council or the Secretary of the Alliance, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of 10 in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

INDEMNITY

64. Subject to the provisions of Section 205 of the Act every member of the Council, manager, secretary and other officer or servant of the Alliance shall be indemnified by the Alliance against, and it shall be the duty of the members of the Council, out of the funds of the Alliance, to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

55. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I, of do hereby appoint of and authorize him to act for me and on my behalf at the annual or extraordinary meeting of the Alliance to be held on the day of and at every adjournment thereof

"As witness my hand this day of 19

56. The instrument appointing a proxy shall be deemed to confer authority on the proxy holder to do anything a poll

57. The Council shall cause true accounts to be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of assets by the Alliance, and of the assets, credits and liabilities of the Alliance. The books of account shall be kept at the office or offices for Section 147 of the Act at such other place or places as the Council shall think fit and shall at all times be open to the inspection of members of the Council. Proper accounts shall not be deemed to be kept if they are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions

58. The Alliance in general meeting may from time to time impose reasonable restrictions on the time and manner in which the accounts and books of the Alliance or any of them shall be open to the inspection of the members, and subject thereto such accounts and books shall be open for their inspection at all reasonable times during business hours

59. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared, and to be laid before the Alliance in general meeting, such accounts and statements, including balance sheets, group accounts, if any, and budgets as are referred to in those sections.

65. Subject to the provisions of the said Section no member of the Council or other officer of the Alliance shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Alliance or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys or securities or effects shall be deposited or for any loss occasioned by any error or judgment or oversight or omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.

66. The provisions of Clause 51 of the Memorandum of Association relating to the winding up or dissolution of the Alliance shall have effect and be observed as if the same were repeated in these Articles.

A. B. Walker

President

THIS IS TO CERTIFY that this is a true copy of
the printed document submitted to the Extraordinary General
Meeting today in accordance with Special Resolution II

A. B. Walker

10th June 1935

Chairman of the meeting

Printed by W. P. Smith & Sons Ltd.
London and Bradford

156562/64



The Companies Act, 1948

Company limited by guarantee and not having a share capital.

Special Resolution

OF

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

REGISTERED

10 DEC 1964

(Passed on the 3rd December, 1964.)

At an EXTRAORDINARY GENERAL MEETING of The Cocoa, Chocolate and Confectionery Alliance duly convened and held at 11, Green Street, London, W.1, on Thursday, the 3rd December, 1964, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the provisions of the Memorandum of Association of the Alliance with respect to its objects be altered in the manner following, viz:-

- (i) by deleting the existing sub-clause (r) of clause 3 of such Memorandum of Association and by substituting in its place the following sub-clause (r), namely:-

"(r) To invest the moneys of the Alliance 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."

- (ii) by adding the words "or invest" immediately after the words "deal with" in the final sentence of clause 3 of such Memorandum of Association

[Signature]
Chairman.

B. M. & CO., LTD. S77459 W



RICHARDS BUTLER & CO.
10, B. M. & CO., LTD.

10, B. M. & CO., LTD.
LONDON, E.C.2

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156562/65

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

~~Memorandum and Articles~~
of Association

OF THE

COCOA, CHOCOLATE AND
CONFECTIONERY ALLIANCE

Attest

Secretary
(S. 6005)

156562/65

S/Res
Doz (64)



THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Promotion of British
Confectionery Trades

Memorandum of Association
OF THE
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

RECORDED
26 MAY 1965

(Amended by Special Resolution passed on the 16th June, 1955 and
the 3rd December, 1964.)

1. The name of the association is: The Cocoa, Chocolate and Confectionery Alliance Limited.

2. The registered office of the Alliance will be situate in England.

3. The objects for which the Alliance is established are:—

(a) To act for all purposes as the representative organisation of the cocoa, chocolate and sugar confectionery manufacturing industries (which shall be deemed to include the manufacture of cocoa butter), hereinafter referred to as "the industries."

(b) To promote and encourage by all lawful means the rendering by the industries of good service to the public, the good name and standing of the industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the industries.

(c) For the purpose of achieving the objects set out in sub-clause (b) of this clause, to afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries, including industrial relations, terms and conditions of employment, the supply of raw materials, production, research, distribution, transport, prices, imports and

(d) To do all such other things as may be necessary or expedient for the purposes of the foregoing objects.

4. By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to: The Cocoa, Chocolate and Confectionery Alliance Limited, being omitted by the name of the Board of Trade.

21
-2-6-MAY 1965
OFFICE

(c) To export, local and national legislation and public relations, and to communicate such views to members, the Government and Government departments and other trades or authorities, organisations and persons.

(d) To provide, for the assistance of the industries and of Government departments, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, finance, costing methods, legal and other matters.

(e) To promote by all lawful means the welfare of the industries in all matters affecting them.

(f) To create and maintain a public opinion favourable to the confectionery and allied trades in any of their branches, to diffuse and procure information, consider, originate and support improvements in the manufacture of confectionery and cognate articles, and to this end to promote or oppose Bills in Parliament, to hold meetings, public and private, and to carry on propaganda work, and to subscribe to, become a member of, and to cooperate with any other association whose objects are altogether or in part similar to those of the Alliance.

(g) To enter into arrangements with any public authority that may seem conducive to the Alliance's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Alliance may think it desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions.

(h) To promote research and other scientific work in connection with the industries.

(i) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the industries or any of them, and to establish and maintain a bureau of information for the benefit of members of the Alliance.

(j) To encourage the discovery of, and investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by members of the Alliance for any of the purposes of the industries or any of them, and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by members of the Alliance and others upon

such terms as may seem expedient; and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

(k) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom members and other persons engaged in the industries may have occasion to deal, and to provide information of the character aforesaid to traders, whether members of the Alliance or not, and either gratuitously or otherwise.

(l) To establish, promote, cooperate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist, any associations and institutions and other bodies, incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its members: provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which members of the Alliance collectively hold more than one-twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.

(m) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.

(n) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.

(o) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the industries, or merely one or more particular parts or sections of the industries or any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special payment by such particular sections or members or groups of members as may be expedient.

(p) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Alliance, or by mortgage or charge of all or any part of the

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

Provided also that in case the Alliance shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Alliance shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members for the time being of the Council or governing body of the Alliance shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of such Council or governing body have been if no incorporation had been effected, and the incorporation of the Alliance shall not diminish or impair any control or authority exercisable by the Charity Division, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Alliance were not incorporated. In case the Alliance shall take or hold any property which may be subject to any trusts, the Alliance shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance, or to any member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Alliance, but so that no member of the Council or governing body of the Alliance shall be appointed to any salaried office of the Alliance or any office of the Alliance paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Alliance to any member of such Council or governing body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance, provided that nothing hereinbefore contained shall prevent any payment

property of the Alliance.

(g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(h) To invest the monies of the Alliance 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.

(i) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances, and any rights or privileges necessary or convenient for the purposes of the Alliance, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Alliance, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Alliance.

(j) To pay all expenses preliminary or incidental to the formation of the Alliance and its registration

(k) To take over the liabilities (if any) of the Manufacturing Confectioners' Alliance, Ltd., and also any of its assets which may be transferred to and may be lawfully vested in the incorporated Alliance

(l) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Alliance or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.

(m) To procure the Alliance to be registered or recognised in any part of the British Empire or in any foreign country or place

(n) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1909, Section 1, or any Act amending extending or re-enacting the same, or to reinsure any risks connected with any such business as aforesaid,

to any company of which a member of the Council or governing body may be a member holding less than one-hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Alliance, whether a member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Alliance.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth clauses of this Memorandum constitute provisions the insertion and retention of which therein are conditions on which a licence is granted by the Board of Trade to the Alliance in pursuance of Section 19(2) of the Companies Act, 1948.

7. The liability of the members is limited.

8. Every member of the Alliance undertakes to contribute to the assets of the Alliance, 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 Alliance 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 £1.

9. If upon the winding up or dissolution of the Alliance 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 Alliance, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Alliance, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Alliance under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Alliance at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Alliance, and, subject to any reasonable restrictions

as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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

SYDNEY WOODROFFE PASCALL, 100, Blackfriars Road, London, S.E.1,
Manufacturing Confectioner.

HORACE WALKER, Greenbank, Bristol, *Chocolate Manufacturer.*

STANLEY MACHIN, 16, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

JAMES BOYD, 15, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

GEORGE MATHIESON, Clarnico Confectionery Works, Victoria Park, London, E.9, *Manufacturing Confectioner.*

RICHARD ALGERSON FRY, Lever Street, London, E.C.1, *Cocoa and Chocolate Manufacturer.*

BENJAMIN SEEBOHM ROWNTREE, Cocoa Works, York, *Cocoa and Chocolate Manufacturer.*

GEORGE EDMUND DAVIES, Lewins Mead, Bristol, *Manufacturing Confectioner.*

Dated the 16th day of May, 1919.

Witness to the above signatures,

AUGUSTUS SOMERS FIELD STEVENS,

9, Queen Street Place,

London, E.C.4,

Assistant Secretary.

Certified a true copy of the Memorandum of Association of the company as altered by Special Resolution passed on the 3rd December 1964.

[Signature]
SECRETARY

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
OF THE
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

(Reprinted as in force on 1st March, 1965.)

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto.

"The Companies Act" means the Companies Act, 1948.

"Month" means calendar month.

"The Alliance" means the Cocoa, Chocolate and Confectionery Alliance Limited.

"The office" means the registered office of the Alliance.

"The Council" means the council of management of the Alliance.

"In writing" and "written" include printing, lithography, and typewriting and all other modes of representing or reproducing words in visible form.

* NOTE.—By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade

156562/71

Law

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

(passed 28th May, 1970)

AT AN EXTRAORDINARY GENERAL MEETING OF THE ALLIANCE,

DULY CONVENED AND HELD AT

GROSVENOR HOUSE, PARK LANE, LONDON, W.1

ON 28th MAY, 1970

THE FOLLOWING RESOLUTION WAS DULY PASSED AS A SPECIAL RESOLUTION

Special Resolution

THAT:—

the Articles of Association of the Alliance be altered as follows:

- (1) by deleting Article 19 and substituting therefor the following new Article:

"19. The Council shall consist of the President and Vice-Presidents of the Alliance and 30 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article. Notwithstanding any of the provisions of these Articles, not more than two persons who are the officers or employees of any one corporation member or of any other company (whether or not also a member) which is a subsidiary or holding company of that member or a subsidiary of such holding company shall hold office as members of the Council at any one time."

- (2) by deleting paragraphs (1) and (2) of Article 20 and by substituting therefor the following new paragraphs:

- (1) The 15 cocoa and chocolate representatives shall be appointed by Groups as follows:

Group	Members	Number of Representatives
A	Cadbury, Ltd., J. S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nestle Company, Ltd., Rowntree & Co., Ltd. and Joseph Terry & Sons, Ltd.	7
B	Ordinary members manufacturing cocoa or chocolate, other than members of Group A	4
C	Ordinary members manufacturing chocolate couverture for sale or cocoa butter for sale	3
D	Associate members manufacturing cocoa or chocolate	1
		<u>15</u>

- (2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:

Group	Members	Number of Representatives
	Ordinary members manufacturing:	
A	Boiled sugar goods	4
B	Toffees and caramels	3
C	Panned goods and lozenges, licorice and cream paste, pastilles, clear gums and chewing gum, general confectionery	6
D	Associate members manufacturing sugar confectionery	2
		<u>15</u>

and

the alterations to Articles 19 and 20 made by this resolution shall take effect without prejudice to the office of any present member of the Council under the Articles of Association in force immediately before such alterations.

W. J. Day

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

(Passed 31st May, 1973)

At the ANNUAL GENERAL MEETING of the Alliance,
duly convened and held at Grosvenor House, Park Lane,
London, W.1. on 31st May, 1973 the following resolution
was duly passed as a SPECIAL RESOLUTION:-

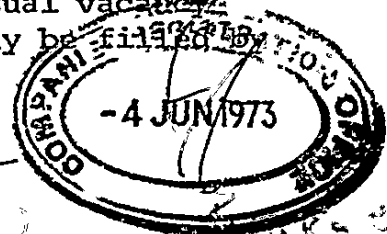
SPECIAL RESOLUTION

THAT the Articles of Association of the Alliance
be altered as follows:-

- (A) by substituting in Article 19 for the words "the President and Vice-Presidents" the words "the President, Vice-Presidents and Honorary Treasurer"; and
- (B) by substituting for Article 21 the following new Article:-

"21. There shall be a President, Honorary Treasurer, and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President, Vice-Presidents and Honorary Treasurer for the time being shall retire at each annual general meeting of the Alliance but, subject to such nomination as aforesaid, shall be eligible for re-election provided that the President and Vice-Presidents shall not hold office for more than three years in succession unless by special request of the Alliance in general meeting. The President and Vice-Presidents must be members of the Alliance or directors or principal officers of corporation members. Any casual vacancy in any of the said offices may be filled by the Council."

Chairman.



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8/12 17/7/73

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
OF THE
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

(Reprinted as in force on the 1st March, 1965.)

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto.

"The Companies Act" means the Companies Act, 1948.

"Month" means calendar month.

"The Alliance" means the Cocoa, Chocolate and Confectionery Alliance Limited.

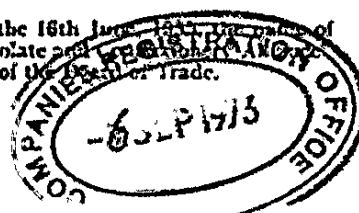
"The office" means the registered office of the Alliance.

"The Council" means the council of management of the Alliance.

"In writing" and "written" include printing, lithography, and typewriting and all other modes of representing or reproducing words in visible form.

* NOTE:—By a Special Resolution passed on the 16th June 1965 the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Registrar of Companies.

Richard. L. L. L.



MEMBERS

2. For the purpose of registration the number of members of the Alliance was declared to be 100*, but the Council may register an increase in the number of members whenever and as often as it thinks fit.

3. These Articles shall be construed with reference to the provisions of the Companies Act, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

4. The Alliance is established for the purposes expressed in the Memorandum of Association.

5. The persons whose names were entered on the register of members at the date of the adoption of these Articles and such other persons as shall be elected to membership by the Council in accordance with the provisions of these Articles and whose names shall be entered in the register of members shall be the members of the Alliance.

6. The members of the Alliance shall consist of persons and corporate bodies carrying on business as manufacturers of cocoa, cocoa butter, chocolate or sugar confectionery, who have been elected as members of the Alliance in manner hereinafter provided, and shall be divided into two classes:—

(a) Ordinary members, being all members who pay the full subscription fixed by the Council.

(b) Associate members, being members whose production or turnover (as the Council may decide) is less than a figure to be fixed by the Council and who elect to pay, instead of the full subscription, a subscription at a lower rate to be fixed by the Council.

7. No firm or other unincorporated association may as such become a member of the Alliance, but if any such firm or association should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, become and be a member and have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the

*Note:—By special resolution dated 20th September, 1928, the number of members was increased to 500, and by a further special resolution dated 17th March, 1935, it was increased to 700.

nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of the Council of the Alliance, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a member and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed by or on behalf of all the members of the firm or by the president or chairman and the secretary of an unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and in the case of a firm of the names, nationality, and private address of each partner, and thereafter shall give such particulars when and as may be required by the Council.

10. Any corporation which is a member of the Alliance may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Alliance and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Alliance.

11. No person or corporation shall be admitted to membership of the Alliance unless an application for membership shall have been signed by him or it or on his or its behalf.

12. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Alliance.

13. Any member may withdraw from the Alliance by giving notice in writing duly signed to the Secretary at least three months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year, and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such financial year. In default of such notice being so given, any member shall be liable to pay the subscription for and any levies made during the ensuing year.

14. Upon the retirement of any member by notice as stated in Article 13, the member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.

15. The Council by notice in writing given pursuant to a resolution passed by a majority of two-thirds of those present and voting may, at any time, require any member to withdraw from the Alliance forthwith or at a date fixed by the Council, and shall retain a due proportion of such member's current subscription having regard to the unexpired portion of the period for which it is paid, and such member shall cease to be a member of the Alliance at the time specified in such notice. Provided always that no resolution passed in pursuance of this Article shall have any validity or effect unless the member whose membership is in question has been furnished with particulars of the grounds upon which it is proposed that he shall be required to withdraw and has been given a proper opportunity of attending and being heard at the meeting of the Council at which such proposal is to be considered.

16. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription, or any levy duly made upon him, within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind, or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Alliance to claim payment of the full amount of any annual subscription or levy which the member shall have become liable to pay or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

17. Every member of the Alliance shall be bound:—

- (a) To pay to the Alliance such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Alliance in general meeting.
- (b) To observe the provisions of these Articles and of the Memorandum of Association and all the by-laws, rules and regulations of the Alliance for the time being in force.
- (c) To pay and make good to the Alliance any loss or damage which the Alliance may sustain through any wilful act or default of such member or any representative of such member, but only if such act or default shall be a breach of any provisions of these Articles, or of the Memorandum of Association, or of any by-law, rule or regulation of the Alliance.

COUNCIL OF THE ALLIANCE

18. The business of the Alliance shall be managed by a Council elected by the members of the Alliance.

19. The Council shall consist of the President and Vice-President and Honorary Treasurer of the Alliance and 30 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article. Notwithstanding any of the provisions of these Articles, not more than two persons who are the officers or employees of any one corporation member or of any other company (whether or not also a member) which is a subsidiary or holding company of that member or a subsidiary of such holding company shall hold office as members of the Council at any one time.

20. (1) The 15 cocoa and chocolate representatives shall be appointed by Groups as follows:

Group	Members	Number of Representatives
A	Cadbury, Ltd., J.S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nestle Company Ltd., Rowntree & Co., Ltd. and Joseph Terry & Sons, Ltd.	7
B	Ordinary members manufacturing cocoa or chocolate, other than members of Group A	4
C	Ordinary members manufacturing chocolate couverture for sale or cocoa butter for sale	3
D	Associate members manufacturing cocoa or chocolate	1
		<hr/> 15 <hr/>

(2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:-

Group	Members	Number of Representatives
Ordinary members manufacturing:		
A	Boiled sugar goods	4
B	Toffees and caramels	3
C	Panned goods and lozenges, licorice and cream paste, pastilles, clear gum, general confectionery	6

D	Associate members manufacturing sugar confectionary	2
		<hr/> 15 <hr/>

(3) For the purpose of electing the representatives of the Groups specified in both paragraphs (1) and (2) each member of the Group shall have one vote for each representative to be elected.

(4) The Secretary shall keep a register of members comprising each Group.

Any dispute as to a member's right to be registered as a member of the Group shall be settled by the Council. The Council shall also have power to approve any alteration in the composition of the Groups listed in paragraphs (1) and (2) of this Article.

(5) The Group elections shall take place and be completed before 31st December in each year. The elected members shall hold office from 1st January to 31st December (both inclusive) of the following year.

(6) Each member of a Group shall have the right to nominate one candidate for election to the Council as the representative or one of the representatives of each Group to which such member belongs. Each nomination shall require to be seconded by another member of the same Group. A candidate may not stand for election by more than one Group, and if an individual is nominated as candidate for two or more Groups he must elect for which Group he will stand and withdraw his candidatures for other Groups.

(7) The elections shall be made either at meetings of the Groups or by postal ballot as the Council shall decide. The Council shall also have power to make rules governing such elections.

(8) Notwithstanding Section 185 of the Companies Act, no member of the Council shall be liable to vacate office by reason of his attaining or having attained the age of 70 and any person shall be capable of being appointed as a member of the Council notwithstanding that he has attained the age of 70, and it shall not be necessary to give special notice of any resolution appointing or approving the appointment of any such member of the Council.

21. There shall be a President, Honorary Treasurer, and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President, Vice-Presidents and Honorary Treasurer for the time being shall retire at each annual general meeting of the Alliance but, subject to such nomination as aforesaid, shall be eligible for re-election provided that the President and

Vice-Presidents shall not hold office for more than three years in succession unless by special request of the Alliance in general meeting. The President and Vice-Presidents must be members of the Alliance or directors or principal officers of corporation members and shall be ex-officio members of the Council. Any casual vacancy in any of the said offices may be filled by the Council.

22. The office of a member of the Council shall ipso facto be vacated:-

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he attends no meetings during a period of twelve months, and the Council pass a resolution that his office is vacated by reason of such non-attendance.
- (e) If he is requested in writing by all other members of the Council to resign.
- (f) If he is prohibited from acting by any Order made pursuant to Section 188 of the Act.
- (g) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (h) If he ceases for any cause to be a member or a director or principal officer of a corporation member of the Alliance.

23. Subject as aforesaid the Council shall be entitled to appoint a qualified person as a member of the Council to fill a casual vacancy howsoever caused. The person so appointed shall hold office until the 31st December next after his appointment, subject to Article 22.

24. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

POWERS OF THE COUNCIL OF THE ALLIANCE

25. The Council shall have sole control in regard to all matters relating to the management and organisation of the Alliance. It may exercise all such powers and do all such acts and things as may be exercised or done by the Alliance and are not hereby or by statute expressly directed or required to be exercised or done by the Alliance in general meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force. The Council shall be empowered to invite any director of a corporation or any partner of a firm other than the representatives nominated under Article 7, or a representative of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without power of voting.

26. The Council may establish any committees, local boards or agencies for managing any of the affairs of the Alliance, either in the United Kingdom or elsewhere, and may appoint any persons (being either members of the Council or persons who are not members of the Council and partly one and partly the other) to be members of any such committees or local boards or agencies, or any managers or agents, and may fix their remuneration, and may delegate to any committee, local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may authorise the members of any committee or local board to act notwithstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

PROCEEDINGS OF THE COUNCIL

27. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of its business. Until the Council otherwise determine, three members of the Council shall be a quorum.

28. The President, or failing him one of the Vice-Presidents (to be selected by the Council), shall be entitled to preside at all meetings of the Council. If the President or a Vice-President is not in attendance and willing to act the Council shall select a chairman from those present for that meeting.

29. The Council may at any time, and the Secretary upon the request of three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. In the event of the votes being equally divided the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Council.

30. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

MINUTES

31. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers.
- (b) Of the names of the members of the Council present at each meeting of the Council, and of any committee of the Council.
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Council and committees.

32. Any such minutes of any meeting of the Council or of the committee, or of the Alliance, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

SEAL

33. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given. Two members of the Council at the least shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

34. The Alliance shall hold a general meeting as its annual general meeting once in every year at such time (not being more than fifteen months after the last preceding meeting) and place as may be prescribed by the Council, and shall specify the meeting as such in the notices calling it.

35. The general meetings referred to in the last preceding clause shall be called annual general meetings. All other meetings of the Alliance shall be called extraordinary general meetings.

36. The Council may, whenever it may think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.

37. Twenty-one days' notice in writing at the least of all annual general meetings and of all meetings called for the passing of a special resolution, and fourteen days' notice in writing at the least of all other general meetings (exclusive both of the day when the notice is served or deemed to be served, and of the day for which notice is given) specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the auditors and to all members who are not disentitled under these Articles to receive the same. It shall not be necessary to give such notice to any member who has no registered address.

38. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. The business of an annual general meeting shall be:—

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the auditors.
- (b) To elect a President, Honorary Treasurer and Vice-Presidents in the place of those retiring.
- (c) To appoint an auditor or auditors and fix his or their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an annual general meeting.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. If any member has any proposal or any matter which he wishes to make or bring before an annual general meeting he shall give twenty-four days' written notice thereof to the Secretary.

40. Every meeting of the Alliance shall be presided over by the President or, failing him, a Vice-President and, if neither the President nor any Vice-President is present and willing to act, the meeting shall elect a chairman from the members of the Council then present or, if none be present, from the members of the Alliance present.

41. For all purposes the quorum of a general meeting shall be five members personally present, or in the case of a corporation, represented by its duly nominated representative, and no business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

42. If within half an hour from 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 as nearly as practicable, 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.

43. The chairman of a meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn it from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Every question submitted to a meeting shall be decided in the first instance by a show of hands.

45. No member shall be entitled to vote whether on a show of hands or on a poll if his subscription is in arrear for the space of three months. Any member shall have the right to demand a poll before or on the declaration of the result of the show of hands. Unless a poll is so demanded a declaration by the chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minute book of the Alliance shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

46. Subject to the provisions of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

47. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

49. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

50. Subject as hereinbefore provided, every member shall have one vote.

51. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Section 139 of the Act. A proxy need not be a member.

52. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

53. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

55. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

"The Cocoa, Chocolate and Confectionery Alliance Limited.*

"I,
 " of
 " a member of the above-named company
 " hereby appoint
 " of
 " and failing him,
 " of
 " to vote for me and on my behalf at the [annual, or
 " ext. ordinary, or adjourned, as the case may be]
 " general meeting of the Alliance to be held on the
 " day of , and at every adjournment
 " thereof.

"As witness my hand this day of 19 ."

56. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ACCOUNTS

57. The Council shall cause true accounts to be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Alliance, and of the assets, credits and liabilities of the Alliance. The books of account shall be kept at the office or (subject to Section 147(3) of the Act) at such other place or places as the Council shall think fit and shall at all times be open to the inspection of members of the Council. Proper accounts shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

58. The Alliance in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the accounts and books of the Alliance or any of them shall be open to the inspection of the members, and subject then to such accounts and books shall be open for their inspection at all reasonable times during business hours.

59. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared, and to be laid before the Alliance in general meeting, such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

* Note.—By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by the name of the Council of Trade.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alliance in general meeting, together with a copy of the auditors' report, shall not less than 21 clear days before the date of the meeting be sent to the auditors and to every member of the Alliance who is entitled to receive notices of general meetings.

61. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the first general meeting being treated as the statutory meeting, the Council being treated as the directors, and the members being treated as the shareholders mentioned in the said sections.

NOTICES

62. A notice may be served by the Alliance upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted as a prepaid letter. A certificate in writing signed by any manager, secretary or other officer of the Alliance that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient evidence thereof.

63. Every notice or application to the Council or the Secretary of the Alliance, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of 10 in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

INDEMNITY

64. Subject to the provisions of Section 205 of the Act every member of the Council, manager, secretary and other officer or servant of the Alliance shall be indemnified by the Alliance against, and it shall be the duty of the members of the Council, out of the funds of the Alliance, to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

65. Subject to the provisions of the said Section no member of the Council or other officer of the Alliance shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Alliance or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.

66. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Alliance shall have effect and be observed as if the same were repeated in these Articles.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

Passed 7th June, 1974

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Grosvenor House, Park Lane, London W.1. on 7th June, 1974, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

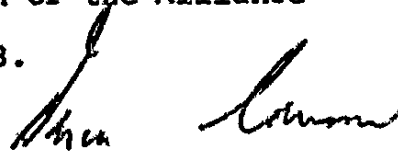
- (1) with effect from the passing of this resolution the Ordinary members and the Associate members of the Alliance shall constitute a single class of members and accordingly the Articles of Association of the Alliance be altered as follows:-

- (A) by deleting from Article 6 the words "and shall be divided into two classes" and the whole of sub-paragraphs (a) and (b) immediately following those words;
- (B) by deleting from paragraphs (1) and (2) of Article 20 the word "Ordinary" wherever it appears;
- (C) by deleting from paragraph (1) of Article 20 the words "Associate members manufacturing cocoa or

chocolate" and by substituting
the words "such members manufacturing
cocoa or chocolate as the Alliance
shall from time to time determine by
ordinary resolution"; and

- (D) by deleting from paragraph (2)
of Article 20 the words "Associate
members manufacturing sugar
confectionery" and by substituting
the words "such members manufacturing
sugar confectionery as the Alliance
shall from time to time determine by
ordinary resolution"; and

- (2) this resolution shall not affect the
amount of the subscription payable by any
member of the Alliance for the calendar
year 1974 in accordance with the terms of
the ordinary resolution of the Alliance
passed on 31st May, 1973.


Chairman.

156562/80

FILED UNDER SECTION 9 OF THE
EUROPEAN COMMUNITIES ACT, 1972.
8

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
OF THE
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

(Reprinted as in force on the 1st March, 1965.)

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto

"The Companies Act" means the Companies Act, 1948.

"Month" means calendar month.

"The Alliance" means the Cocoa, Chocolate and Confectionery Alliance Limited.

"The office" means the registered office of the Alliance.

"The Council" means the council of management of the Alliance.

"In writing" and "written" include printing, lithography, and typewriting, and all other modes of representing or reproducing words in visible form.

* Note: - By a Special Resolution passed on the 10th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance Limited" the word "Limited" being omitted by mistake of the



MEMBERS

2. For the purpose of registration the number of members of the Alliance was declared to be 1000, but the Council may register an increase in the number of members whenever and as often as it thinks fit.

3. These Articles shall be construed with reference to the provisions of the Companies Act, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

4. The Alliance is established for the purposes expressed in the Memorandum of Association.

5. The persons whose names were entered on the register of members at the date of the adoption of these Articles and such other persons as shall be elected to membership by the Council in accordance with the provisions of these Articles and whose names shall be entered in the register of members shall be the members of the Alliance.

6. The members of the Alliance shall consist of persons and corporate bodies carrying on business as manufacturers of cocoa, cocoa butter, chocolate or sugar confectionary, who have been elected as members of the Alliance in manner hereinafter provided.

7. No firm or other unincorporated association may as such become a member of the Alliance, but if any such firm or association should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, become and be a member and have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the

* Note:- By special resolution dated 17th September, 1914 the number of members was increased to 1500, and by a further special resolution dated 17th March, 1955, it was increased to 700.

nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of the Council of the Alliance, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall ~~thereupon cease to act~~ or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a member and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed by or on behalf of all the members of the firm or by the president or chairman and the secretary of an unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and in the case of a firm of the names, nationality, and private address of each partner, and thereafter shall give such particulars when and as often as may be required by the Council.

10. Any corporation which is a member of the Alliance may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Alliance and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Alliance.

11. No person or corporation shall be entitled to membership of the Alliance unless an application for membership shall have been signed by him or it or on his or its behalf.

12. The Council shall have the sole discretion in the admission of members and no person or corporation shall or shall not be admitted to membership of the Alliance.

13. Any person may withdraw from the Alliance by terminating in writing his or her name to the Secretary of the Alliance within the period of one month after the expiration of the term of his or her membership, and any such person shall be entitled to receive back such sum as he or she is entitled to by way of refund of the subscription of the person so withdrawing, and if the person so withdrawing has given, any member shall be liable to pay the subscription fees and any levies made during the term of his or her membership.

14. Upon the retirement of any member by notice as stated in Article 13, the member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.

15. The Council by notice in writing given pursuant to a resolution passed by a majority of two-thirds of those present and voting may, at any time, require any member to withdraw from the Alliance forthwith or at a date fixed by the Council, and shall retain a due proportion of such member's current subscription having regard to the unexpired portion of the period for which it is paid, and such member shall cease to be a member of the Alliance at the time specified in such notice. Provided always that no resolution passed in pursuance of this Article shall have any validity or effect unless the member whose membership is in question has been furnished with particulars of the grounds upon which it is proposed that he shall be required to withdraw and has been given a proper opportunity of attending and being heard at the meeting of the Council at which such proposal is to be considered.

16. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription, or any levy due upon him, within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind, or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the right of the Alliance to claim payment of the full amount of any annual subscription or levy which the member shall have become liable to pay or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

17. Every member of the Alliance shall be bound:—

- (a) To pay to the Alliance such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Alliance in general meeting.
- (b) To observe the provisions of these Articles and of the Memorandum of Association and all the by-laws, rules and regulations of the Alliance for the time being in force.
- (c) To pay and make good to the Alliance any loss or damage which the Alliance may sustain through any wilful act or default of such member or any representative of such member but only if such act or default shall be a breach of any provisions of these Articles, or of the Memorandum of Association, or of any by-law, rule or regulation of the Alliance.

COUNCIL OF THE ALLIANCE

18. The business of the Alliance shall be managed by a Council elected by the members of the Alliance.

19. The Council shall consist of the President and Vice-President and Honorary Treasurer of the Alliance and 30 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article. Notwithstanding any of the provisions of these Articles, not more than two persons who are the officers or employees of any one corporation member or of any other company (whether or not also a member) which is a subsidiary or holding company of that member or a subsidiary of such holding company shall hold office as members of the Council at any one time.

20. (1) The 15 cocoa and chocolate representatives shall be appointed by Groups as follows:

Group	Members	Number of Representatives
A	Cadbury, Ltd., J.S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nestlé Company Ltd., Rowntree & Co., Ltd. and Joseph Terry & Sons, Ltd.	7
B	Members manufacturing cocoa or chocolate, other than members of Group A	4
C	Members manufacturing chocolate couverture for sale or cocoa butter for sale	3
D	Such members manufacturing cocoa or chocolate as the Alliance shall from time to time determine by ordinary resolution	1
		<hr/> 15 <hr/>

(2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:-

Group	Members	Number of Representatives
Members manufacturing:		
A	Boiled sugar goods	4
B	Toffees and caramels	3
C	Panned foods and lozenges, licorice and cream paste, pastilles, clear gum, general confectionery	6

D Such members manufacturing sugar confectionery as the Alliance shall from time to time determine by ordinary resolution

$\frac{2}{15}$

(3) For the purpose of electing the representatives of the Groups specified in para. paragraphs (1) and (2) each member of the Group shall have one vote for each representative to be elected.

(4) The Secretary shall keep a register of members comprising each Group.

Any dispute as to a member's right to be registered as a member of the Group shall be settled by the Council. The Council shall also have power to approve any alteration in the composition of the Groups listed in paragraphs (1) and (2) of this Article.

(5) The Group elections shall take place and be completed before 31st December in each year. The elected members shall hold office from 1st January to 31st December (both inclusive) of the following year.

(6) Each member of a Group shall have the right to nominate one candidate for election to the Council as the representative or one of the representatives of each Group to which such member belongs. Each nomination shall require to be seconded by another member of the same Group. A candidate may not stand for election by more than one Group, and if an individual is nominated as candidate for two or more Groups he must elect for which Group he will stand and withdraw his candidatures for other Groups.

(7) The elections shall be made either at meetings of the Groups or by postal ballot as the Council shall decide. The Council shall also have power to make rules governing such elections.

(8) Notwithstanding Section 185 of the Companies Act, no member of the Council shall be liable to vacate office by reason of his attaining or having attained the age of 70 and any person shall be capable of being appointed as a member of the Council notwithstanding that he has attained the age of 70, and it shall not be necessary to give special notice of any resolution appointing or approving the appointment of any such member of the Council.

21. There shall be a President, Honorary Treasurer, and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President, Vice-presidents and Honorary Treasurer for the time being shall retire at each annual general meeting of the Alliance Ltd, subject to such nomination as aforesaid, shall be eligible for re-election provided that the President and

- (7) The elections shall be made either at meetings of the Groups or by postal ballot as the Council shall decide. The Council shall also have power to make rules governing such elections.
- (8) Notwithstanding Section 185 of the Companies Act, no member of the Council shall be liable to vacate office by reason of his attaining or having attained the age of 70 and any person shall be capable of being appointed as a member of the Council notwithstanding that he has attained the age of 70, and it shall not be necessary to give special notice of any resolution appointing or approving the appointment of any such member of the Council.

21. There shall be a President, Honorary Treasurer, and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President and Vice Presidents for the time being shall retire at each annual general meeting of the Alliance but, subject to such nomination as aforesaid, shall be eligible for re-election provided that they shall not hold office for more than three years in succession unless by special request of the Alliance in writing at a meeting. The President and Vice Presidents must be members of the Alliance or directors or principal officers of corporation members and shall be ex-officio members of the Council. Any casual vacancy in any of the said offices may be filled by the Council.

22. The office of a member of the Council shall *ipso facto* be vacated:-

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he attends no meetings during a period of twelve months, and the Council pass a resolution that his office is vacated by reason of such non-attendance.
- (e) If he is requested in writing by all other members of the Council to resign.
- (f) If he is prohibited from acting by any Order made pursuant to Section 188 of the Act.
- (g) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (h) If he ceases for any cause to be a member or a director or principal officer of a corporation member of the Alliance.

23. Subject as aforesaid the Council shall be entitled to appoint a qualified person as a member of the Council to fill a casual vacancy however caused. The person so appointed shall hold office until the 31st December next after his appointment, subject to Article 22.

24. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

POWERS OF THE COUNCIL OF THE ALLIANCE

25. The Council shall have sole control in regard to all matters relating to the management and organisation of the Alliance. It may exercise all such powers and do all such acts and things as may be exercised or done by the Alliance and are not hereby or by statute expressly directed or required to be exercised or done by the Alliance in general meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force. The Council shall be empowered to invite any director of a corporation or any partner of a firm other than the representatives nominated under Article 7, or a representative of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without power of voting.

26. The Council may establish any committees, local boards or agencies for managing any of the affairs of the Alliance, either in the United Kingdom or elsewhere, and may appoint any persons (being either members of the Council or persons who are not members of the Council and partly one and partly the other) to be members of any such committees or local boards or agencies, or any managers or agents, and may fix their remuneration, and may delegate to any committee, local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may authorise the members of any committee or local board to act notwithstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

PROCEEDINGS OF THE COUNCIL

27. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, three members of the Council shall be a quorum.

28. The President, or failing him one of the Vice-Presidents (to be selected by the meeting), shall be entitled to preside at all meetings of the Council. If the President or a Vice-President is not in attendance and willing to act the Council shall select a chairman from those present for that meeting.

29. The Council may at any time, and the Secretary upon the request of three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. In the event of the votes being equally divided the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Council.

30. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

MINUTES

31. The Council shall cause minutes to be duly entered in books provided for the purpose—

- (a) Of all appointments of officers.
- (b) Of the names of the members of the Council present at each meeting of the Council, and of any committee of the Council.
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Council and committees.

32. Any such minutes of any meeting of the Council or of the committee, or of the Alliance, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

SEAL

33. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given. Two members of the Council at the least shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

34. The Alliance shall hold a general meeting as its annual general meeting once in every year at such time (not being more than fifteen months after the last preceding meeting) and place as may be prescribed by the Council, and shall specify the meeting as such in the notices calling it.

35. The general meetings referred to in the last preceding clause shall be called annual general meetings. All other meetings of the Alliance shall be called extraordinary general meetings.

36. The Council may, whenever it may think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.

37. Twenty-one days' notice in writing at the least of all annual general meetings and of all meetings called for the passing of a special resolution, and fourteen days' notice in writing at the least of all other general meetings (exclusive both of the day when the notice is served or deemed to be served, and of the day for which notice is given) specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the auditors and to all members who are not disentitled under these Articles to receive the same. It shall not be necessary to give such notice to any member who has no registered address.

38. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. The business of an annual general meeting shall be:—

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the auditors.
- (b) To elect a President, Honorary Treasurer and Vice-Presidents in the place of those retiring.
- (c) To appoint an auditor or auditors and fix his or their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an annual general meeting.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. If any member has any proposal or any matter which he wishes to make or bring before an annual general meeting he shall give twenty-four days' written notice thereof to the Secretary.

40. Every meeting of the Alliance shall be presided over by the President or, failing him, a Vice-President and, if neither the President nor any Vice-President is present and willing to act, the meeting shall elect a chairman from the members of the Council then present or, if none be present, from the members of the Alliance present.

41. For all purposes the quorum of a general meeting shall be five members personally present, or in the case of a corporation, represented by its duly nominated representative, and no business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

42. If within half an hour from 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 as nearly as practicable, 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.

43. The chairman of a meeting at which a quorum is present may with the consent of the meeting and shall if so directed by the meeting adjourn it from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Every question submitted to a meeting shall be decided in the first instance by a show of hands.

45. No member shall be entitled to vote whether on a show of hands or on a poll if his subscription is in arrear for the space of three months. Any member shall have the right to demand a poll before or on the declaration of the result of the show of hands. Unless a poll is so demanded a declaration by the chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minute book of the Alliance shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

46. Subject to the provision of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

47. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

49. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

50. Subject as hereinbefore provided, every member shall have one vote.

51. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Section 129 of the Act. A proxy need not be a member.

52. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

53. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

55. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"The Cocoa, Chocolate and Confectionery Alliance Limited.*
 "I,
 " of
 " a member of the above-named company
 " hereby appoint
 " of
 " and failing him,
 " of
 " to vote for me and on my behalf at the [annual, or
 " extraordinary, or adjourned, as the case may be;
 " general meeting of the Alliance to be held on the
 " day of , and at every adjournment
 " thereof.
 "As witness my hand this day of 19 ."

56. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ACCOUNTS

57. The Council shall cause true accounts to be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Alliance, and of the assets, credits and liabilities of the Alliance. The books of account shall be kept at the office or (subject to Section 147(3) of the Act) at such other place or places as the Council shall think fit and shall at all times be open to the inspection of members of the Council. Proper accounts shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

58. The Alliance in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the accounts and books of the Alliance or any of them shall be open to the inspection of the members, and subject thereto such accounts and books shall be open for their inspection at all reasonable times during business hours.

59. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared, and to be laid before the Alliance in general meeting, such income and expenditure accounts, balance sheets, Group accounts (if any) and reports as are referred to in those sections.

* NOTE.—By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alliance in general meeting, together with a copy of the auditors' report, shall not less than 21 clear days before the date of the meeting be sent to the auditors and to every member of the Alliance who is entitled to receive notices of general meetings.

61. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the first general meeting being treated as the statutory meeting, the Council being treated as the directors, and the members being treated as the shareholders mentioned in the said sections.

NOTICES

62. A notice may be served by the Alliance upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted as a prepaid letter. A certificate in writing signed by any manager, secretary or other officer of the Alliance that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient evidence thereof.

63. Every notice or application to the Council or the Secretary of the Alliance, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of 10 in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

INDEMNITY

64. Subject to the provisions of Section 205 of the Act every member of the Council, manager, secretary and other officer or servant of the Alliance shall be indemnified by the Alliance against, and it shall be the duty of the members of the Council, out of the funds of the Alliance, to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

65. Subject to the provisions of the said Section no member of the Council or other officer of the Alliance shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Alliance or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.

66. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Alliance shall have effect and be observed as if the same were repeated in these Articles.

A. CHARDS BUTLER & CO.,
STONE HOUSE,
128-140, BISHOPSGATE,
LONDON EC2M 4HY
SOLICITORS.

BAKER, ROOKE & AMSDONS
CHARTERED ACCOUNTANTS

Associated Firm
RUSSAM CLARIDGE TURNER - Bradford

CLEMENT HOUSE
99 ALDWYCH
LONDON, WC2B 4JY

W. K. Wells, J. A. Don Fox, A. J. Smea, G. G. Boxall, G. W. C. White, P. Hale, T. E. Sweetman, P. S. Hawkins, R. J. B. Blake,
C. G. Willett, S. H. Eastoe, R. S. Hope, J. E. Bugden, J. R. Bolster, D. H. G. Houlden, R. G. Friend, R. Cornish, B. Clarke,
F. Muggridge, A. J. Edwards, T. S. Luddington, J. B. Gedge, L. F. Speller.

Telephone 01-242 0211 Cable BAKAROOK LONDON Telex 268002

YOUR REF.

OUR REF. M/q

16th May, 1978

The Hon. Treasurer,
The Cocoa Chocolate and Confectionery Alliance,
11 Green Street,
LONDON.
W1Y 3RS

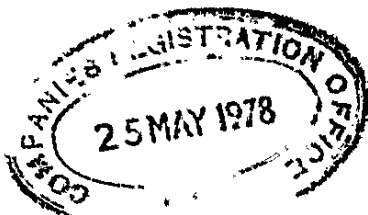
Dear Sir,

The Cocoa Chocolate and Confectionery Alliance

We herewith submit our formal resignation as Auditors to the Alliance and confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the Members or Creditors of the Alliance.

Yours faithfully,

Baker, Rook & Amos



25 MAY 1978
417 CLEMENT HOUSE
LONDON, WC2B 4JY

SPECIAL RESOLUTION

of

THE COCOA, CHOCOLATE AND
CONFECTIONERY ALLIANCE

At the annual general meeting of The Cocoa, Chocolate and Confectionery Alliance duly convened and held on 20th May 1981 the following resolution was duly passed as a special resolution -

SPECIAL RESOLUTION

THAT, contingently upon the approval of the Department of Trade being obtained pursuant to clause 5 of the Memorandum of Association, the Articles of Association of the Alliance be altered by -

1. deleting Article 6 and substituting therefor the following new Article:

"6(1) The members of the Alliance shall be divided into ordinary members and associate members.

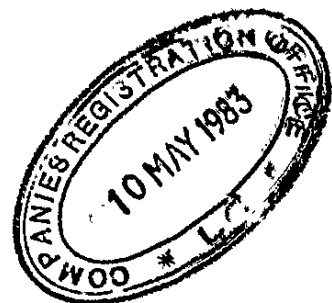
(2) A person or corporate body shall be eligible to be admitted as an ordinary member if he or it carries on business in the United Kingdom as a manufacturer of cocoa, cocoa butter, chocolate or sugar confectionery.

(3) A corporate body shall be eligible to be admitted as an associate member if:

(a) neither it nor any other company in the same group as that corporate body is eligible to be admitted as an ordinary member; and

(b) it sells in the United Kingdom cocoa, cocoa butter, chocolate or sugar confectionery manufactured outside the United Kingdom by another company in the same group as that corporate body.

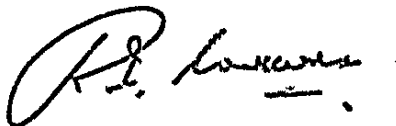
(4) Each corporate body eligible to be admitted as an associate member the name of which appeared on the register of members on 20th May 1981 shall be deemed to have been duly admitted as an associate member as from that date.



- (5) In this Article "group" means a holding company and its subsidiaries.";
2. inserting in Article 19 the word "ordinary" immediately before the word "members" in the first place where it appears in that Article;
 3. inserting in paragraphs (1) and (2) of Article 20 the words "consisting of ordinary members" immediately after the word "Groups" in each place where it appears in those paragraphs;
 4. inserting in Article 21 the word "ordinary" immediately before the word "members" in the first place where it appears in that Article and the words "which are ordinary members" immediately after the word "members" in the second place where it appears in that Article; and
 5. deleting Article 50 and substituting therefor the following new Article:

"50. Subject as hereinbefore provided, every ordinary member shall have one vote. An associate member shall not be entitled to vote at any general meeting, but shall be entitled to receive notice of and to attend any general meeting."

Certified a true copy



Chairman

Note: The approval of the Department of Trade referred to in the above resolution was granted on 23rd April 1981.

156562.

99
THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum and Articles
of Association

OF THE

COCOA, CHOCOLATE AND
CONFECTIONERY ALLIANCE



RICHARDS BUTLER & CO.
5 CLIFTON STREET
LONDON E.C.2A 1 12
SOLE AGENTS

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association
OF THE
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

*(As altered by Special Resolutions passed on the 16th June, 1955 and
the 3rd December, 1964.)*

1. The name of the association is "The Cocoa, Chocolate and Confectionery Alliance Limited".*
2. The registered office of the Alliance will be situate in England.
3. The objects for which the Alliance is established are:—
 - (a) To act for all purposes as the representative organisation of the cocoa, chocolate and sugar confectionery manufacturing industries (which shall be deemed to include the manufacture of cocoa butter), hereinafter referred to as "the industries."
 - (b) To promote and encourage by all lawful means the rendering by the industries of good service to the public, the good name and standing of the industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the industries.
 - (c) For the purpose of achieving the objects set out in sub-clause (b) of this clause, to afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries, including industrial relations, terms and conditions of employment, the supply of raw materials, production, research, distribution, transport, prices, imports and

* NOTE.—By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade.

exports, local and national legislation and public relations, and to communicate such views to members, the Government and Government departments and other trades or authorities, organisations and persons.

- (d) To provide, for the assistance of the industries and of Government departments, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, finance, costing methods, legal and other matters.
- (e) To promote by all lawful means the welfare of the industries in all matters affecting them.
- (f) To create and maintain a public opinion favourable to the confectionery and allied trades in any of their branches; to diffuse and procure information, consider, originate and support improvements in the manufacture of confectionery and cognate articles; and to this end to promote or oppose Bills in Parliament, to hold meetings, public and private, and to carry on propagandist work, and to subscribe to, become a member of, and to cooperate with, any other association whose objects are altogether or in part similar to those of the Alliance.
- (g) To enter into arrangements with any public authority that may seem conducive to the Alliance's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Alliance may think it desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions.
- (h) To promote research and other scientific work in connection with the industries.
- (i) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the industries or any of them, and to establish and maintain a bureau of information for the benefit of members of the Alliance.
- (j) To encourage the discovery of, and investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by members of the Alliance for any of the purposes of the industries or any of them, and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by members of the Alliance and others upon

such terms as may seem expedient; and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

- (k) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom members and other persons engaged in the industries may have occasion to deal, and to provide information of the character aforesaid to traders, whether members of the Alliance or not, and either gratuitously or otherwise.
- (l) To establish, promote, cooperate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist, any associations and institutions and other bodies, incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its members: provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which members of the Alliance collectively hold more than one-twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.
- (m) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- (n) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.
- (o) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the industries, or merely one or more particular parts or sections of the industries or any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special payment by such particular sections or members or groups of members as may be expedient.
- (p) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Alliance, or by mortgage or charge of all or any part of the

property of the Alliance.

- (g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (r) To invest the moneys of the Alliance 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
- (s) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances, and any rights or privileges necessary or convenient for the purposes of the Alliance, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Alliance, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Alliance.
- (t) To pay all expenses, preliminary or incidental to the formation of the Alliance and its registration.
- (u) To take over the liabilities (if any) of the Manufacturing Confectioners' Alliance, Ltd., and also any of its assets which may be transferred to and may be lawfully vested in the incorporated Alliance.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Alliance or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (w) To procure the Alliance to be registered or recognised in any part of the British Empire or in any foreign country or place.
- (x) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1909, Section 1, or any Act amending, extending or re-enacting the same, or to reinsure any risks connected with any such business as aforesaid.

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

Provided also that in case the Alliance shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Alliance shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members for the time being of the Council or governing body of the Alliance shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of such Council or governing body have been if no incorporation had been effected, and the incorporation of the Alliance shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Alliance were not incorporated. In case the Alliance shall take or hold any property which may be subject to any trusts, the Alliance shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance, or to any member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Alliance, but so that no member of the Council or governing body of the Alliance shall be appointed to any salaried office of the Alliance or any office of the Alliance paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Alliance to any member of such Council or governing body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance. provided that nothing hereinbefore contained shall prevent any payment

to any company of which a member of the Council or governing body may be a member holding less than one-hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Alliance, whether a member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Alliance.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth clauses of this Memorandum constitute provisions the insertion and retention of which therein are conditions on which a licence is granted by the Board of Trade to the Alliance in pursuance of Section 19(2) of the Companies Act, 1948.

7. The liability of the members is limited.

8. Every member of the Alliance undertakes to contribute to the assets of the Alliance, 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 Alliance 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 £1.

9. If upon the winding up or dissolution of the Alliance 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 Alliance, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Alliance, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Alliance under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Alliance at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Alliance, and, subject to any reasonable restrictions

as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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

SYDNEY WOODROFFE PASCALL, 100, Blackfriars Road, London, S.E.1,
Manufacturing Confectioner.

HORACE WALKER, Greenbank, Bristol, *Chocolate Manufacturer.*

STANLEY MACHIN, 16, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

JAMES BOYD, 15, Eastcheap, London, E.C.3, *Manufacturing Confectioner.*

GEORGE MATHIESON, Clarnico Confectionery Works, Victoria Park, London, E.9, *Manufacturing Confectioner.*

RICHARD ALGERNON FRY, Lever Street, London, E.C.1, *Cocoa and Chocolate Manufacturer.*

BENJAMIN SEEBOM ROWNTREE, Cocoa Works, York, *Cocoa and Chocolate Manufacturer.*

GEORGE EDMUND DAVIES, Lewins Mead, Bristol, *Manufacturing Confectioner.*

Dated the 16th day of May, 1919.

Witness to the above signatures,

AUGUSTUS SOMERS FIELD STEVENS,
9, Queen Street Place,

London, E.C.4,

Assistant Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
OF THE
COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

(Reprinted as in force on the 1st March, 1965.)

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless there be something in the subject-matter or context repugnant thereto.

"The Companies Act" means the Companies Act, 1948.

"Month" means calendar month.

"The Alliance" means the Cocoa, Chocolate and Confectionery Alliance Limited.*

"The office" means the registered office of the Alliance.

"The Council" means the council of management of the Alliance.

"In writing" and "written" include printing, lithography, and typewriting and all other modes of representing or reproducing words in visible form.

* NOTE.—By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade.

MEMBERS

2. For the purpose of registration the number of members of the Alliance was declared to be 100, but the Council may register an increase in the number of members whenever and as often as it thinks fit.

3. These Articles shall be construed with reference to the provisions of the Companies Act, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

4. The Alliance is established for the purposes expressed in the Memorandum of Association.

5. The persons whose names were entered on the register of members at the date of the adoption of these Articles and such other persons as shall be elected to membership by the Council in accordance with the provisions of these Articles and whose names shall be entered in the register of members shall be the members of the Alliance.

6. (1) The members of the Alliance shall be divided into ordinary members and associate members.

(2) A person or corporate body shall be eligible to be admitted as an ordinary member if he or it carries on business in the United Kingdom as a manufacturer of cocoa, cocoa butter, chocolate or sugar confectionery.

(3) A corporate body shall be eligible to be admitted as an associate member if:

(a) neither it nor any other company in the same group as that corporate body is eligible to be admitted as an ordinary member; and

(b) it sells in the United Kingdom cocoa, cocoa butter, chocolate or sugar confectionery manufactured outside the United Kingdom by another company in the same group as that corporate body.

(4) Each corporate body eligible to be admitted as an associate member the name of which appeared on the register of members on 20th May 1981 shall be deemed to have been duly admitted as an associate member as from that date.

(5) In this Article "group" means a holding company and its subsidiaries.

7. No firm or other unincorporated association may as such become a member of the Alliance, but if any such firm or association should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning elections and otherwise as any person not so nominated, and shall, if elected, become and be a member and have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the

nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of the Council of the Alliance, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a member and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed by or on behalf of all the members of the firm or by the president or chairman and the secretary of an unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and in the case of a firm of the names, nationality, and private address of each partner, and thereafter shall give such particulars when and as often as may be required by the Council.

10. Any corporation which is a member of the Alliance may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Alliance and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Alliance.

11. No person or corporation shall be admitted to membership of the Alliance unless an application for membership shall have been signed by him or it or on his or its behalf.

12. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Alliance.

13. Any member may withdraw from the Alliance by giving notice in writing duly signed to the Secretary at least three months ¹ before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year, and thereupon such member shall be deemed to have ceased to be a member from the date of the expiration of such financial year. In default of such notice being so given, any member shall be liable to pay the subscription for and any levies made during the ensuing year.

14. Upon the retirement of any member by notice as stated in Article 13, the member shall not be entitled under any conditions to any repayment of any subscription or any part thereof, whether paid for the current year or for a year or years in advance.

15. The Council by notice in writing given pursuant to a resolution passed by a majority of two-thirds of those present and voting may, at any time, require any member to withdraw from the Alliance forthwith or at a date fixed by the Council, and shall retain a due proportion of such member's current subscription having regard to the unexpired portion of the period for which it is paid, and such member shall cease to be a member of the Alliance at the time specified in such notice. Provided always that no resolution passed in pursuance of this Article shall have any validity or effect unless the member whose membership is in question has been furnished with particulars of the grounds upon which it is proposed that he shall be required to withdraw and has been given a proper opportunity of attending and being heard at the meeting of the Council at which such proposal is to be considered.

16. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription, or any levy duly made upon him, within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind, or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Alliance to claim payment of the full amount of any annual subscription or levy which the member shall have become liable to pay or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

17. Every member of the Alliance shall be bound:—

- (a) To pay to the Alliance such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Alliance in general meeting.
- (b) To observe the provisions of these Articles and of the Memorandum of Association and all the by-laws, rules and regulations of the Alliance for the time being in force.
- (c) To pay and make good to the Alliance any loss or damage which the Alliance may sustain through any wilful act or default of such member or any representative of such member, but only if such act or default shall be a breach of any provisions of these Articles, or of the Memorandum of Association, or of any by-law, rule or regulation of the Alliance.

COUNCIL OF THE ALLIANCE

18. The business of the Alliance shall be managed by a Council elected by the members of the Alliance.

19. The Council shall consist of the President, Vice Presidents and Honorary Treasurer of the Alliance and 30 other ordinary members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article. Notwithstanding the provisions of any of these Articles, not more than two persons who are officers or employees of any one corporation member or of any other company (whether or not also a member) which is a subsidiary or holding company of that member or a subsidiary of such holding company shall hold office as members of the Council at any one time.

20. (1) The 15 cocoa and chocolate representatives shall be appointed by Groups consisting of ordinary members as follows:

Group	Members	Number of Representatives
A	Cadbury Ltd., J.S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nestle Company, Ltd., Rowntree & Company, Ltd. and Joseph Terry & Sons, Ltd.	7
B	Members manufacturing cocoa or chocolate, other than members of Group A	4
C	Members manufacturing chocolate couverture for sale or cocoa butter for sale	3
D	Such members manufacturing cocoa or chocolate as the Alliance shall from time to time determine by ordinary resolution	1
		<hr/> 15 <hr/>

- (2) The 15 sugar confectionery representatives shall be appointed by Groups consisting of ordinary members as follows:

Group	Members	Number of Representatives
Members manufacturing:		
A	Boiled sugar goods	4
B	Toffees and caramels	3
C	Panned goods and lozenges, liquorice and cream paste, pastilles, clear gums and chewing gum, general con- fectionery	6
D	Such members manufacturing sugar confectionery as the Alliance shall from time to time determine by ordinary resolution	2
		<hr/> 15 <hr/>

- (3) For the purpose of electing the representatives of the Groups specified in both paragraphs (1) and (2) each member of the Group shall have one vote for each representative to be elected.
- (4) The Secretary shall keep a register of members comprising each Group.
Any dispute as to a member's right to be registered as a member of a Group shall be settled by the Council. The Council shall also have power to approve any alteration in the composition of the Groups listed in paragraphs (1) and (2) of this Article.
- (5) The Group elections shall take place and be completed before 31st December A. each year. The elected members shall hold office from 1st January to 31st December (both inclusive) of the following year.
- (6) Each member of a Group shall have the right to nominate one candidate for election to the Council as the representative or one of the representatives of each Group to which such member belongs. Each nomination shall require to be seconded by another member of the same Group. A candidate may not stand for election by more than one Group, and if an individual is nominated as candidate for two or more Groups, he must elect for which Group he will stand and withdraw his candidatures for other Groups.

(7) The elections shall be made either at meetings of the Groups or by postal ballot as the Council shall decide. The Council shall also have power to make rules governing such elections.

(8) Notwithstanding Section 185 of the Companies Act, no member of the Council shall be liable to vacate office by reason of his attaining or having attained the age of 70 and any person shall be capable of being appointed as a member of the Council notwithstanding that he has attained the age of 70, and it shall not be necessary to give special notice of any resolution appointing or approving the appointment of any such member of the Council.

21. There shall be a President, Honorary Treasurer and such number of Vice-Presidents of the Alliance as the Council shall determine, all of whom shall be nominated by the Council for election at the annual general meeting each year. The President, Vice-Presidents and Honorary Treasurer for the time being shall retire at each annual general meeting of the Alliance but, subject to such nomination as aforesaid, shall be eligible for re-election provided that the President and Vice-Presidents shall not hold office for more than three years in succession unless by request of the Alliance in general meeting. The President and Vice-Presidents must be ordinary members of the Alliance or directors or principal officers of corporation members which are ordinary members. Any casual vacancy in any of the said offices may be filled by the Council.

22. The office of a member of the Council shall ipso facto be vacated:-

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he attends no meetings during a period of twelve months, and the Council pass a resolution that his office is vacated by reason of such non-attendance.
- (e) If he is requested in writing by all other members of the Council to resign.
- (f) If he is prohibited from acting by any Order made pursuant to Section 188 of the Act.
- (g) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (h) If he ceases for any cause to be a member or a director or principal officer of a corporation member of the Alliance.

23. Subject as aforesaid the Council shall be entitled to appoint a qualified person as a member of the Council to fill a casual vacancy howsoever caused. The person so appointed shall hold office until the 31st December next after his appointment, subject to Article 22.

24. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

POWERS OF THE COUNCIL OF THE ALLIANCE

25. The Council shall have sole control in regard to all matters relating to the management and organisation of the Alliance. It may exercise all such powers and do all such acts and things as may be exercised or done by the Alliance and are not hereby or by statute expressly directed or required to be exercised or done by the Alliance in general meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force. The Council shall be empowered to invite any director of a corporation or any partner of a firm other than the representatives nominated under Article 7, or a representative of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without power of voting.

26. The Council may establish any committees, local boards or agencies for managing any of the affairs of the Alliance, either in the United Kingdom or elsewhere, and may appoint any persons (being either members of the Council or persons who are not members of the Council and partly one and partly the other) to be members of any such committees or local boards or agencies, or any managers or agents, and may fix their remuneration, and may delegate to any committee, local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may authorise the members of any committee or local board to act notwithstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the Council may think fit, and the Council may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

PROCEEDINGS OF THE COUNCIL

27. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, three members of the Council shall be a quorum.

28. The President, or failing him one of the Vice-Presidents (to be selected by the meeting), shall be entitled to preside at all meetings of the Council. If the President or a Vice-President is not in attendance and willing to act the Council shall select a chairman from those present for that meeting.

29. The Council may at any time, and the Secretary upon the request of three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. In the event of the votes being equally divided the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting of the Council.

30. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

MINUTES

31. The Council shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of officers.
- (b) Of the names of the members of the Council present at each meeting of the Council, and of any committee of the Council.
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Council and committees.

32. Any such minutes of any meeting of the Council or of the committee, or of the Alliance, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

SEAL

33. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given. Two members of the Council at the least shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

34. The Alliance shall hold a general meeting as its annual general meeting once in every year at such time (not being more than fifteen months after the last preceding meeting) and place as may be prescribed by the Council, and shall specify the meeting as such in the notices calling it.

35. The general meetings referred to in the last preceding clause shall be called annual general meetings. All other meetings of the Alliance shall be called extraordinary general meetings.

36. The Council may, whenever it may think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.

37. Twenty-one days' notice in writing at the least of all annual general meetings and of all meetings called for the passing of a special resolution, and fourteen days' notice in writing at the least of all other general meetings (exclusive both of the day when the notice is served or deemed to be served, and of the day for which notice is given) specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the auditors and to all members who are not disentitled under these Articles to receive the same. It shall not be necessary to give such notice to any member who has no registered address.

38. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. The business of an annual general meeting shall be:—

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the auditors.
- (b) To elect a President, Honorary Treasurer and Vice-Presidents in the place of those retiring.
- (c) To appoint an auditor or auditors and fix his or their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an annual general meeting.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. If any member has any proposal or any matter which he wishes to make or bring before an annual general meeting he shall give twenty-four days' written notice thereof to the Secretary.

40. Every meeting of the Alliance shall be presided over by the President or, failing him, a Vice-President and, if neither the President nor any Vice-President is present and willing to act, the meeting shall elect a chairman from the members of the Council then present or, if none be present, from the members of the Alliance present.

41. For all purposes the quorum of a general meeting shall be five members personally present, or in the case of a corporation, represented by its duly nominated representative, and no business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

42. If within half an hour from 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 as nearly as practicable, 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.

43. The chairman of a meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn it from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. Every question submitted to a meeting shall be decided in the first instance by a show of hands.

45. No member shall be entitled to vote whether on a show of hands or on a poll if his subscription is in arrear for the space of three months. Any member shall have the right to demand a poll before or on the declaration of the result of the show of hands. Unless a poll is so demanded a declaration by the chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minute book of the Alliance shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

46. Subject to the provisions of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

47. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

49. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

50. Subject as hereinbefore provided, every ordinary member shall have one vote. An associate member shall not be entitled to vote at any general meeting, but shall be entitled to receive notice of and to attend any general meeting.

51. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorized representative as provided by Section 139 of the Act. A proxy need not be a member.

52. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorized in that behalf.

53. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

55. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

" The Cocoa, Chocolate and Confectionery Alliance Limited.*
 " I, ,
 " of ,
 " a member of the above-named company ,
 " hereby appoint ,
 " of ,
 " and failing him, ,
 " of ,
 " to vote for me and on my behalf at the [annual, or
 " extraordinary, or adjourned, as the case may be]
 " general meeting of the Alliance to be held on the
 " day of , and at every adjournment
 " thereof.
 "As witness my hand this day of 19 ."

56. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ACCOUNTS

57. The Council shall cause true accounts to be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Alliance, and of the assets, credits and liabilities of the Alliance. The books of account shall be kept at the office or (subject to Section 147(3) of the Act) at such other place or places as the Council shall think fit and shall at all times be open to the inspection of members of the Council. Proper accounts shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

58. The Alliance in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the accounts and books of the Alliance or any of them shall be open to the inspection of the members, and subject thereto such accounts and books shall be open for their inspection at all reasonable times during business hours.

59. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared, and to be laid before the Alliance in general meeting, such income and expenditure accounts, balance sheets, Group accounts (if any) and reports as are referred to in those sections.

* Note —By a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Alliance" being omitted by Licence of the Registrar of Companies.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alliance in general meeting, together with a copy of the auditors' report, shall not less than 21 clear days before the date of the meeting be sent to the auditors and to every member of the Alliance who is entitled to receive notices of general meetings.

61. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Companies Act, or any statutory modification thereof for the time being in force, the first general meeting being treated as the statutory meeting, the Council being treated as the directors, and the members being treated as the shareholders mentioned in the said sections.

NOTICES

62. A notice may be served by the Alliance upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted as a prepaid letter. A certificate in writing signed by any manager, secretary or other officer of the Alliance that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient evidence thereof.

63. Every notice or application to the Council or the Secretary of the Alliance, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of 10 in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

INDEMNITY

64. Subject to the provisions of Section 205 of the Act every member of the Council, manager, secretary and other officer or servant of the Alliance shall be indemnified by the Alliance against, and it shall be the duty of the members of the Council, out of the funds of the Alliance, to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

65. Subject to the provisions of the said Section no member of the Council or other officer of the Alliance shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Alliance or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto.

66. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Alliance shall have effect and be observed as if the same were repeated in these Articles.

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE, LTD.

The following special resolutions were passed, by unanimous vote, at an Extraordinary General Meeting of the above-named Company held at Grosvenor House, Park Lane, London, W.1, on Thursday, the sixteenth day of June, 1955, at 3.30 p.m.

I. THAT the provisions of the Memorandum of Association of the Alliance with respect to its objects be altered by the adoption of the following revised provisions:—

II. THAT the regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Alliance in substitution for and to the exclusion of the existing Articles thereof

III. THAT the name of the Alliance be changed to "The Cocoa, Chocolate and Confectionery Alliance".

D. H. JOSS,
Secretary.

20th June, 1955.

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE
*Special Resolution adopted at the Annual General
Meeting held on 1st June, 1961.*

Amendment of Articles of Association

The Annual General Meeting had before it, as previously circulated,
a Resolution to amend the Articles of Association relating to the
constitution of the Council. The Resolution read as follows:

- "(i) By deleting from Article 19 the figures and words '30 other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionery' and by substituting therefor the following figures and words, viz.: '31 other members of the Alliance, 16 representing cocoa and chocolate and 15 representing sugar confectionery';
- (ii) By deleting from the first line of Article 20 (1) the figure '15' and by substituting therefor the figure '16';
- (iii) By deleting from Article 20 (1) the second and third horizontal columns relating to Group A and by substituting therefor the following columns, viz.:
 ' Cadbury Brothers, Ltd., J. S. Fry & Sons,
 Ltd., John Mackintosh & Sons, Ltd., Mars,
 Ltd., The Nestlé Company, Ltd., Rowntree & Co.,
 Ltd., Joseph Terry & Sons, Ltd. 7
- (iv) By deleting from Article 20 (1) the figure '3' in the third horizontal column relating to Group B and by substituting therefor the figure '2'; and
- (v) By deleting from Article 20 (1) the figure '15' at the foot of the third column and by substituting therefor the figure '16'."

In proposing the Resolution on behalf of the Council the President pointed out that its purpose was to afford direct representation on the Council to John Mackintosh & Sons, Ltd. and Mars, Ltd. by adding them to Chocolate "A" Group for electoral purposes. The proposal was seconded by Mr. Lloyd Owen, who underlined the importance of reviewing the constitution from time to time to ensure that it reflected conditions in the industry. The Resolution was unanimously approved.

(signed) J. E. CHAPMAN,

Secretary.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

At an EXTRAORDINARY GENERAL MEETING of the Alliance duly convened and held on 24th October 1986 the following resolution was duly passed as a special resolution -

SPECIAL RESOLUTION

THAT subject to the resolution to be proposed at the extraordinary general meeting of The Cake & Biscuit Alliance Limited convened for 24th October 1986 having been passed as an ordinary resolution -

1. this meeting sanctions an amalgamation of the Alliance with The Cake & Biscuit Alliance Limited on the terms of an agreement in the form, or substantially in the form, of the draft document submitted to the meeting and for the purpose of identification signed by the chairman of the meeting;
2. the name of the Alliance be changed to "The Biscuit, Cake, Chocolate and Confectionery Alliance";
3. clauses 3 of the memorandum of association of the Alliance be altered by:
 - (a) substituting for paragraph (a) the following paragraph:

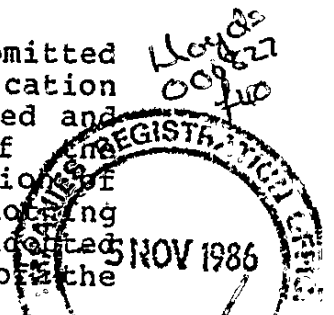
"(a) To act for all purposes as the representative organisation of those industries engaged in the manufacture of biscuits, cake and flour confectionery, chocolate and chocolate confectionery, cocoa (including cocoa butter and any product of which cocoa is a characteristic ingredient) and sugar confectionery (which industries are hereinafter referred to as "the industries")."; and

- (b) substituting for the words "the Manufacturing Confectioners' Alliance, Ltd." in paragraph (u) the words "any other body corporate"; and

4. the regulations contained in the document submitted to the meeting and for the purpose of identification signed by the chairman of the meeting be approved and adopted as the articles of association of the Alliance in substitution for and to the exclusion of all its existing articles of association; but nothing contained in the articles of association so adopted shall affect the composition of the council of the Alliance before 1st January 1987.

RICHARDS BUTLER
5 CLIFTON STREET,
LONDON, EC2A 4DQ

John Newman
J.E. NEWMAN
Director



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

156562

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I hereby certify that

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

having by special resolution changed its name, is now
incorporated under the name of

THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONERY ALLIANCE

Given under my hand at the Companies Registration Office,
Cardiff the

2ND JANUARY 1987


MRS. C. H. WILLIAMS

an authorised officer

156562

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THE COMPANIES ACT, 1948
THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
(as altered by special resolution passed on 24th October 1986)

and

ARTICLES OF ASSOCIATION
(as adopted by special resolution passed on 24th October 1986)

OF THE

* THE COCOA, CHOCOLATE AND
CONFECTIONERY ALLIANCE

RICHARDS BUTLER
5 Clifton Street,
London EC2A 4DQ

* Proposed to be changed, with the consent of the Department of Trade, to "THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONERY ALLIANCE" with effect from 2nd January 1987.

5 NOV 1986

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of the

COCOA, CHOCOLATE AND CONFECTIONERY
ALLIANCE

(As altered by Special Resolutions passed on the 16th June, 1955,
the 3rd December, 1964 and 24th October 1986.)

1. The name of the association is "The Cocoa, Chocolate and Confectionery Alliance Limited".⁺
2. The registered office of the Alliance will be situate in England.
3. The objects for which the Alliance is established are:-
 - ** (a)** To act for all purposes as the representative organisation of those industries engaged in the manufacture of biscuits, cake and flour confectionery, chocolate and chocolate confectionery, cocoa (including cocoa butter and any product of which cocoa is a characteristic ingredient) and sugar confectionery (which industries are hereinafter referred to as "the industries").
 - (b)** To promote and encourage by all lawful means the rendering by the industries of good service to the public, the good name and standing of the industries, the maintenance and improvement of the quality of their products, the supply of such products to the public at fair and reasonable prices, and the provision of good wages and employment conditions for those employed in the industries.

⁺ Note:- by a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade.

****** Note:- words substituted by a Special Resolution passed on 24th October 1986.

- (c) For the purpose of achieving the objects set out in sub-clause (b) of this clause, to afford facilities for ascertaining and to ascertain the views of the industries on all matters affecting the industries, including industrial relations, terms and conditions of employment, the supply of raw materials, production, research, distribution, transport, prices, imports and exports, local and national legislation and public relations, and to communicate such views to members, the Government and Government departments and other trades or authorities, organisations and persons.
- (d) To provide, for the assistance of the industries and of Government departments, information and services of an advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, finance, costing methods, legal and other matters.
- (e) To promote by all lawful means the welfare of the industries in all matters affecting them.
- (f) To create and maintain a public opinion favourable to the confectionery and allied trades in any of their branches; to diffuse and procure information, consider, originate and support improvements in the manufacture of confectionery and cognate articles; and to this end to promote or oppose Bills in Parliament, to hold meetings, public and private, and to carry on propagandist work, and to subscribe to, become a member of, and to cooperate with, any other association whose objects are altogether or in part similar to those of the Alliance.
- (g) To enter into arrangements with any public authority that may seem conducive to the Alliance's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Alliance may think it desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions.
- (h) To promote research and other scientific work in connection with the industries.
- (i) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the industries or any of them, and to establish and maintain a bureau of information for the benefit of members of the Alliance.
- (j) To encourage the discovery of, and investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by members of the Alliance for any of the purposes of the industries or any of them, and to acquire any patents or licences relating to

any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by members of the Alliance and others upon such terms as may seem expedient; and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.

- (k) To establish and maintain a system of inquiries and records of inquiries as to the financial standing and respectability of persons, firms and companies with whom members and other persons engaged in the industries may have occasion to deal, and to provide information of the character aforesaid to traders, whether members of the Alliance or not, and either gratuitously or otherwise.
- (l) To establish, promote, cooperate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist, any associations and institutions and other bodies, incorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of a value to its members; provided that no assistance in money or money's worth shall be given by the Alliance under the power of this or any other sub-clause hereof to any association, institution or other body which distributes its profits amongst its members and in which members of the Alliance collectively hold more than one-twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.
- (m) To establish, maintain, control and manage branches of the Alliance in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- (n) To undertake and execute any trusts which may be conducive to any of the objects of the Alliance.
- (o) To carry out and to do all or any of the above-mentioned things whether affecting the whole of the industries, or merely one or more particular parts or sections of the industries or any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special payments by such particular sections or members or groups of members as may be expedient.
- (p) To borrow or raise any money that may be required by the Alliance upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of

exchange, promissory notes or other obligations or securities of the Alliance, or by mortgage or charge of all or any part of the property of the Alliance.

- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (r) To invest the moneys of the Alliance 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.
- (s) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances, and any rights or privileges necessary or convenient for the purposes of the Alliance, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Alliance, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Alliance.
- (t) To pay all expenses, preliminary or incidental to the formation of the Alliance and its registration.
- * (u) To take over the liabilities (if any) of any other body corporate, and also any of its assets which may be transferred to and may be lawfully vested in the incorporated Alliance.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Alliance or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (w) To procure the Alliance to be registered or recognised in any part of the British Empire or in any foreign country or place.
- (x) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

*Note: Altered by Special Resolution passed on 24th October 1986.

Provided always that nothing herein contained shall empower the Alliance to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1909, Section 1, or any Act amending extending or re-enacting the same, or to reinsure any risks connected with any such business as aforesaid.

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

Provided also that in case the Alliance shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Alliance shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members for the time being of the Council or governing body of the Alliance shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of such Council or governing body have been if no incorporation had been effected, and the incorporation of the Alliance shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Alliance were not incorporated. In case the Alliance shall take or hold any property which may be subject to any trusts, the Alliance shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

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

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Alliance, or to any member of the Alliance, in return for any services actually rendered to the Alliance, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Alliance, but so that no member of the Council or governing body of the Alliance shall be appointed to any salaried office of the Alliance or any office of the Alliance paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Alliance to any member of such Council or governing body except by

way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Alliance, provided that nothing hereinbefore contained shall prevent any payment to any company of which a member of the Council or governing body may be a member holding less than one-hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Alliance, whether a member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Alliance.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth clauses of this Memorandum constitute provisions the insertion and retention of which therein are conditions on which a licence is granted by the Board of Trade to the Alliance in pursuance of Section 19(2) of the Companies Act, 1948.

7. The liability of the members is limited.

8. Every member of the Alliance undertakes to contribute to the assets of the Alliance, 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 Alliance 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 £1.

9. If upon the winding up or dissolution of the Alliance 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 Alliance, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Alliance, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Alliance under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Alliance at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Alliance, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Alliance, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be

imposed in accordance with the regulations of the Alliance for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of the income and the expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

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

SYDNEY WOODROFFE PASCALL
100, Blackfriars Road,
London, S.E.1

Manufacturing Confectioner

HORACE WALKER
Greenbank,
Bristol,

Chocolate Manufacturer

STANLEY MACHIN
16, Eastcheap,
London, EC3

Manufacturing Confectioner

JAMES BOYD
15, Eastcheap,
London, EC3

Manufacturing Confectioner

GEORGE MATHIESON
Clarnico Confectionery Works,
Victoria Park,
London, E9

Manufacturing Confectioner.

RICHARD ALGERNON FRY
Lever Street,
London, EC1

Cocoa and Chocolate Manufacturer

BENJAMIN SEEBOHM ROWNTREE
Cocoa Works,
York,

Cocoa and Chocolate Manufacturer

GEORGE EDMUND DAVIES
Lewins Mead,
Bristol,

Manufacturing Confectioner

DATED the 16th day of May, 1919

WITNESS to the above signatures,

AUGUSTUS SOMERS FIELD STEVENS
9 Queen Street Place,
London EC4

Assistant Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

(adopted by special resolution passed on 24th October 1986)

PRELIMINARY

1. In these articles, unless the context otherwise requires -

"the Act" means the Companies Act 1985 and every statutory
modification or re-enactment thereof for the time being
in force;

"the adoption date" means the date on which these articles are
adopted as the articles of association of the Alliance;

"Alliance products" means products of the following
descriptions:

- (a) biscuits,
- (b) cake and flour confectionery,
- (c) chocolate and chocolate confectionery,
- (d) cocoa, including cocoa butter, and
- (e) sugar confectionery;

and products of such other descriptions as may be prescribed by the council under article 59; and "sector of Alliance products" means Alliance products of the description falling within each of heads (a), (b), (c), (d) and (e) above (together in each case with any additions prescribed by the council under article 59) and products of any other description prescribed by the council as an additional sector under article 59;

"these articles" means these articles of association as originally framed or as altered from time to time by special resolution;

"associate member", "ordinary member" and "overseas member" mean those persons respectively qualifying for associate, ordinary and overseas membership whose names are entered on the register of members of the Alliance and "member" means a person who is an associate member, an ordinary member or an overseas member;

"clear days" means, in relation to the period of a notice, that period excluding the day on which the notice is given or is deemed to be given;

"the council" means the council for the time being of the Alliance;

"group" means a group of companies comprising a holding company and its subsidiaries under section 736 of the Act and "company" has the same meaning as in that section;

"turnover" has the meaning given to it by article 8;

"the United Kingdom" means Great Britain and Northern Ireland;

"year" means a calendar year;

and, subject as aforesaid, any word or expression to which a meaning is given by the Act has the meaning so given on the adoption date.

2. For the purposes of these articles, a company shall be deemed to be the manufacturer or seller of a sector of Alliance products manufactured or sold by any of its subsidiaries.

MEMBERSHIP

3. The members shall be -

- (1) every person whose name is entered on the register of members of the Alliance on the adoption date;
- (2) every other person whose name is entered on the register of members of The Cake & Biscuit Alliance Limited on

the adoption date who agrees to become a member before 1st January 1987; and

- (3) any other person elected by the council to membership after the adoption date whose name is entered on the register of members of the Alliance.

Every person mentioned in sub-paragraph (2) shall be deemed to have been elected as a member on 1st January 1987 for the purposes of articles 9 and 12.

4. (A) The members of the Alliance shall be divided into the following classes of membership -

- (1) ordinary membership, comprising those members who manufacture any Alliance products in the United Kingdom;
- (2) associate membership, comprising those members, not qualifying for ordinary membership, who sell in the United Kingdom any Alliance products manufactured by them respectively outside the United Kingdom; and
- (3) overseas membership, comprising those members, not qualifying for ordinary or associate membership, who manufacture any Alliance products outside the United Kingdom.

(B) An associate member shall not be entitled to vote at any general meeting, but he shall be entitled to receive notice of and to attend every general meeting.

(C) An overseas member shall not be entitled to receive notice of or to attend or vote at any general meeting.

5. Any person qualifying for ordinary, associate or overseas membership may apply to become a member of that class by sending to the Alliance an application, in such form as the council may prescribe, signed by or on behalf of the applicant. The council may refuse to elect an applicant to membership without giving any reason, unless his name is entered on the register of members of The Cake & Biscuit Alliance Limited on the adoption date and he has applied for membership before 1st January 1987.

6. If the names of two or more companies of which one is the holding company of the other company or companies are at any time entered on the register of members of the Alliance, the holding company shall be entitled to exercise and enjoy the rights of membership and be liable as a member to the exclusion of any other such company.

7. Membership of the Alliance shall not be transferable or transmissible.

MEMBERS' TURNOVER

8. For the purposes of these articles the turnover of a member for any year is the aggregate of the amounts (exclusive of value added tax or any similar tax) received during the year by the member or by any of its subsidiaries from -

- (1) sales (whether within or outside the United Kingdom) of Alliance products manufactured (whether by the member or any other person) in the United Kingdom; and
- (2) sales in the United Kingdom of Alliance products manufactured (whether by the member or any other person) outside the United Kingdom.

For this purpose a sale by the member to any of its subsidiaries, or by any of its subsidiaries to the member or to another of its subsidiaries, shall be disregarded.

9. Every member shall send to the Alliance on or before 31st January in each year and upon his election to membership (unless he is elected before the 31st January in the year of his election) a written statement showing the amount of his turnover from each sector of Alliance products for the immediately preceding year. If the council so requires, the statement shall be certified by the member's auditor.

ENTRANCE FEE AND SUBSCRIPTIONS

10. Every person shall, upon his election to membership, pay to the Alliance such fee (if any) as may be prescribed by it by ordinary resolution.

11. Every member shall pay to the Alliance on or before 31st January in each year and upon his election to membership (unless he is elected before the 31st January in the year of his election) a subscription for the year of an amount fixed in accordance with article 12; but a member's subscription may be paid by such instalments as the council may permit.

12. (A) Until otherwise determined by the Alliance by ordinary resolution, the amount of the subscription of every ordinary member for each year shall be fixed by reference to his turnover for the immediately preceding year in accordance with the following table:

Amount of member's turnover	Amount of subscription
Less than £25,000	£10
Not less than £25,000 but less than £75,000	£25
Not less than £75,000 but less than £125,000	£50
Not less than £125,000 but less than £250,000	£75
Not less than £250,000	£100
Not less than £500,000 but less than £2,000,000	an additional £125 (or such lesser sum as the council may prescribe) for every £250,000 (or part thereof) by which the member's turnover exceeded £500,000.

Not less than £2,000,000

an additional £500 (or such lesser sum as the council may prescribe) for every £1,000,000 (or part thereof) by which the member's turnover exceeded £2,000,000

(B) Until otherwise determined by the Alliance by ordinary resolution, the amount of the subscription of every associate member for each year shall be a sum equal to two thirds of the subscription which he would be liable to pay for that year if he were an ordinary member.

(C) Until otherwise determined by the council, the amount of the subscription of every overseas member for each year shall be £100.

(D) The Alliance shall before 31st January in each year give to the ordinary members and the associate members notice of the particulars necessary to compute the amounts of their subscriptions for that year and to the overseas members notice of the amount of their subscriptions for that year.

13. The council may, in its discretion, remit or repay a member's subscription in whole or in part.

14. Subject to article 13, a person who ceases to be a member of one class and becomes a member of another class during the currency of a year shall pay for that year only one subscription, which shall be the higher of the subscriptions payable for that year in respect of the classes of membership concerned. Otherwise a person who becomes

or ceases to be a member during the currency of a year shall (subject to article 13) pay the whole of his subscription for that year without any rebate and, if he gives notice of his resignation after 30th September in any year, he shall pay the whole of his subscription for the next following year without any rebate.

15. Unless the council decides otherwise, a member whose subscription is wholly or partly in arrear for at least 90 days shall not be entitled to exercise or enjoy any of the rights of membership.

CESSATION OF MEMBERSHIP

16. A member shall forthwith cease to be a member -

- (1) If he resigns his membership by notice to the Alliance;
- (2) If, being an ordinary member, he ceases to qualify for ordinary membership or if, being an associate member, he ceases to qualify for associate membership or if, being an overseas member, he ceases to qualify for overseas membership;
- (3) if, in the case of an individual, a receiving order is made against him or he makes any arrangement or composition with his creditors generally;
- (4) if, in the case of an individual, he is, or may be, suffering from mental disorder and either:

- (a) 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
 - (b) an order is made by a court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs;
- (5) If, in the case of a company, it becomes after the adoption date a subsidiary of another company which is a member or is in the same group as a member and the council resolves that it cease to be a member;
- (6) If, in the case of a company, it goes into liquidation or a receiver or similar officer is appointed of the whole or any part of its undertaking or assets;
- (7) If he fails to pay the whole or any part of any fee or subscription payable by him to the Alliance for a period of twelve months from the date on which it became due for payment and the council resolves that he cease to be a member; or

- (8) if, in the opinion of the council, he is guilty of conduct rendering him unfit to be a member and the council resolves by a majority of two thirds of those voting on the resolution that he cease to be a member.

17. If the council proposes that a member shall cease to be a member under sub-paragraph (8) of article 16, it shall -

- (1) give to the member at least fourteen clear days' notice of the place and time of the meeting of the council at which the motion for his cessation of membership is to be put and of the grounds on which it is to be put; and
- (2) permit the member to attend the meeting and (before the motion is put to the vote) allow him to give orally or in writing any explanation or defence of his conduct he may think fit.

18. A person who ceases to be a member shall remain liable for any subscription or other moneys which may then be due from him to the Alliance and for any sum which may thereafter become payable by him under the memorandum of association.

GENERAL MEETINGS

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.

20. The council may convene a general meeting and, on a requisition made in accordance with the Act, shall convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition.

NOTICE OF GENERAL MEETINGS

21. An annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by at least twenty-one clear days' notice and all other extraordinary general meetings shall be called by at least fourteen clear days' notice. Every notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Except as otherwise provided in these articles, the notice shall be given to all the members, to the auditors of the Alliance and to all the members of the council.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting. Any member present at a meeting, whether in person or by proxy or by an authorised representative, shall be deemed to have received notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any general meeting unless a quorum is present. Except as otherwise provided in these articles,

or an authorised representative of a company, shall be a quorum.

24. If a quorum is not present within fifteen minutes from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow), the meeting, if convened on the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the council may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the meeting, any one person entitled to be counted in a quorum at the meeting shall be a quorum.

25. The president or, in his absence, a vice-president shall preside as chairman at every general meeting; but if neither the president nor a vice president is present within five minutes after the time appointed for the meeting and is willing to preside, the members of the council present shall elect one of their number to be chairman or, if there is only one of them present who is willing to preside, he shall be chairman. If no member of the council who is willing to preside is present within five minutes after the time appointed for the meeting, the members present in person and entitled to vote shall elect as the chairman one of their number or the authorised representative of a company entitled to vote.

26. The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time or sine die and from

place to place. No business shall be transacted at an adjourned meeting except business which might properly have been transacted at the meeting from which the adjournment took place.

27. If a meeting is adjourned for thirty days or more or sine die, at least seven clear days' notice specifying the time and place of the adjourned meeting and the general nature of the business to be transacted shall be given. Otherwise notice of an adjourned meeting need not be given.

28. If an amendment proposed to a resolution shall be allowed or ruled out of order by the chairman of the meeting in good faith, any error in the ruling shall not invalidate the proceedings on the substantive resolution. An amendment to a special resolution or an extraordinary resolution (except an amendment to correct a patent clerical error) shall not be allowed.

29. A resolution put to the vote of a general meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by the chairman of the meeting or by any one member having the right to vote at the meeting.

30. Unless a poll is duly demanded and not withdrawn, a declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of

the number or proportion of the votes recorded in favour of or against the resolution.

31. A poll demanded on the election of a chairman of the meeting or on the question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time (being not more than thirty days after the poll was demanded) and place as the chairman of the meeting directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll has been demanded.

32. A poll shall be taken in such manner as may be directed by the chairman of the meeting, who may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. The demand for a poll may be withdrawn before the poll is taken only with the consent of the chairman of the meeting. If the demand is so withdrawn, the meeting shall continue as if it had not been made and its withdrawal shall not invalidate the result of a show of hands declared before the demand was made.

34. If a poll is not taken immediately and if the time and place at which it is to be taken are not announced at the meeting at which it was demanded, seven clear days' notice of the time and place shall be given. Otherwise notice of a poll need not be given.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

36. A member of the council may speak at a general meeting notwithstanding that he is not a member of the Alliance.

VOTES AT GENERAL MEETINGS

37. Except as otherwise provided in these articles, on a show of hands every member who (being an individual) is present in person or (being a company) is present by an authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every complete £1 of the member's turnover for the year which ended -

(1) on the 31st December last but one before the poll if it is taken in January in any year; or

(2) in any other case on the 31st December immediately preceding the poll.

38. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote in dispute is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

39. A member entitled to vote at a general meeting may appoint any other person (who need not be a member) as his proxy to vote for him on a poll.

40. The instrument appointing a proxy shall be in writing in any usual form or in any other form approved by the council, and shall be under the hand of the appointor or of his agent duly authorised in writing or, if the appointor is a company, either under its common seal or under the hand of an officer. Instruments of proxy need not be witnessed.

41. To be valid, the instrument appointing a proxy and the authority (if any) under which it is signed, or a copy of the authority certified notarially or in another way approved by the council, shall be deposited at the Alliance's registered office or at such other place in the United Kingdom as is specified in, or in any document accompanying, the notice convening the meeting not less than 48 hours before the time appointed for the meeting or adjourned meeting or (in the case of a poll taken more than 48 hours after it was demanded) the time appointed for taking the poll at which it is to be used. Unless the contrary is stated in the instrument, it shall be valid also for any adjournment of the meeting to which it relates.

42. A vote cast or a poll demanded by a proxy shall not be invalidated by the previous termination of his authority unless notice of the termination has been received by the Alliance at its registered office not less than three hours before the time appointed for the meeting or adjourned meeting at which the vote is cast or the poll

demanded or (in the case of a vote cast at a poll not taken on the day it was demanded) the time appointed for taking the poll.

THE OFFICERS AND THE COUNCIL

43. At each annual general meeting the Alliance shall appoint three persons to hold office as the president, vice-president and treasurer of the Alliance respectively and may appoint one other person to hold office as an additional vice-president. The council may fill a casual vacancy in any of those offices and, if at any time there is only one vice-president in office, it may appoint one additional vice-president.

44. A person holding office as the president, a vice-president or the treasurer shall vacate the office if he resigns from it by notice signed by him and given to the Alliance or if he ceases to be a member of the council; otherwise he shall hold the office until the conclusion of the annual general meeting next following his appointment or last re-appointment, when he shall retire but shall be eligible for re-appointment at that meeting.

45. A person shall not be appointed or re-appointed as the president, a vice-president or the treasurer unless he is qualified to hold office as a member of the council and, in the case of an appointment or re-appointment at an annual general meeting, he has been nominated by the council.

46. A person shall not be qualified to hold office as a member of the council unless he is an ordinary member or is a director of or is employed in an executive or consultative capacity by a company which is an ordinary member or a subsidiary of an ordinary member.

47. The president, each vice-president and the treasurer shall be members of the council ex officio.

48. (A) In this article "council representative" means a person who, being qualified to hold office, is appointed or is to be appointed a member of the council pursuant to this article.

(B) For the purpose of appointing council representatives, the ordinary members shall be divided into categories (as at the adoption date and each subsequent 1st October) according to their respective turnovers, as shown in the following table, for the immediately preceding year; and (subject to paragraphs (C) and (F) of this article) each member in category A shall be entitled to appoint one council representative and the members of each of categories B and C shall be entitled, between them, to appoint the number of council representatives shown in the table:

<u>Category of membership</u>		<u>Number of council representatives</u>
A	Ordinary members with a turnover in excess of £50 million	
B	Ordinary members with a turnover in excess of £2 million but not exceeding £50 million	18
C	Ordinary members with a turnover not exceeding £2 million	4

The council may from time to time vary the amounts of turnover shown above.

(C) If on the adoption date -

- (1) two or more persons hold office as members of the council of the Alliance or The Cake & Biscuit Alliance Limited under appointments made by a member in category A; and
- (2) at least one of those persons is employed in an executive capacity by a subsidiary of that member which manufactures a sector of Alliance products to the exclusion of any other company in the same group,

then that member shall have the right to appoint as an additional council representative a person who is employed in an executive capacity by the subsidiary; but the right shall lapse if -

- (3) it at any time remains unexercised for a period of 30 days;
- (4) the subsidiary ceases to manufacture the sector of Alliance products referred to in sub-paragraph (2) to the exclusion of any other company in the same group; or
- (5) the member or the subsidiary becomes a subsidiary of a company which is not in the same group as the member on the adoption date.

Upon the occurrence of either of the events mentioned in subparagraphs (4) and (5) a person holding office as an additional council representative shall forthwith vacate his office.

(D) The president shall not be eligible for appointment as a council representative, and if a council representative is appointed as the president he shall thereupon vacate office as a council representative.

(E) Each vice-president shall be eligible for appointment as a council representative.

(F) If during any period (in this article referred to as "the relevant period") a person is both the treasurer and a director of or employed in an executive or consultative capacity by an ordinary member or a subsidiary of an ordinary member, that person shall be (subject to article 51) the council representative, or one of the council representatives, of -

- (1) the member, if in category A, during the relevant period (for so long as the member remains a member in category A) and thereafter unless or until he is removed from or vacates office under paragraph (G) of this article; or
- (2) the category to which the member belongs, if in category B or C, from the 1st January next following the beginning of the relevant period until the 31st December next following the end of the relevant period (inclusive of each date).

The number of council representatives which the member or the category may appoint shall abate and, in the case of a member in category A, its council representative, or such one of its council representatives as shall be nominated by the member or (in default) by the council, shall vacate office, as may be necessary to ensure that the number of council representatives of the member or category does not exceed the number to which it is entitled.

(G) Each member in category A may, by notice signed by or on behalf of it and given to the Alliance, from time to time appoint the number of council representatives to which it is entitled and remove from office any council representative appointed by it. If a member ceases to be a member in category A (whether by reason of its becoming a member of any other category on 1st October in any year or by reason of its ceasing to be a member under article 16) its right of appointment and removal of council representatives shall thereupon cease and any person then holding office as its council representative shall thereupon vacate that office.

(H) The members in each of categories B and C shall elect the council representatives to which the category is entitled in accordance with the following provisions -

(1) Each member of each of those categories may nominate one person for election as one of the council representatives of its category. If a person is nominated by both categories, he must decide for which of them he will stand and withdraw his candidature for the other.

(2) If the number of persons standing for election as the council representatives of either category does not exceed the number of council representatives to which it is entitled, those persons shall be deemed to be elected as that category's council representatives. Otherwise the council representatives of that category shall be elected either at a separate meeting of the members of the category or by ballot (by post or otherwise) as the council may prescribe or approve. Every member shall have one vote for each council representative to which his category is entitled. Every election shall be held in such manner (being not inconsistent with these articles) as the council may prescribe or approve.

(3) Elections shall be held between the adoption date and 30th November 1986 and between 1st October and 30th November in each subsequent year.

(1) The council representatives of categories B and C shall (subject to article 51) hold office during the year next following their election. The council may fill a casual vacancy among those council representatives. A retiring council representative shall be eligible for re-election.

49. A person qualified to hold office may be appointed as an additional member of the council -

(1) by the Alliance by ordinary resolution if he has been nominated by the council; or

(2) by the council.

A person appointed as a member of the council under this article shall (subject to article 51) hold office until the conclusion of the annual general meeting next following his appointment or last re-appointment, when he shall retire but shall be eligible for re-appointment at that meeting.

50. A member of the council shall not by reason of his office be liable to account to the Alliance for any benefit which he derives from a transaction or arrangement to which the Alliance is a party and in which he is interested, and the transaction or arrangement shall not be liable to be avoided by reason of his office.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

51. The office of a member of the council shall be forthwith vacated -

(1) if a receiving order is made against him or he makes any arrangement or composition with his creditors generally;

(2) if he is, or may be, suffering from mental disorder and either -

- (a) 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
 - (b) an order is made by a court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs;
- (3) if he ceases to be qualified to hold office under article 46;
 - (4) if he is prohibited by law from holding office;
 - (5) if he is removed from office under section 303 of the Act;
 - (6) if he is absent from meetings of the council for twelve successive months and his alternate (if any) has not during that period attended in his stead and the council resolves that his office be vacated; or
 - (7) if he resigns his office by notice signed by him and given to the Alliance.

52. The provisions of section 293 of the Act shall not apply to the Alliance.

ALTERNATES

53. A member of the council (other than an alternate member) may appoint as his alternate any person who holds or is qualified to hold office as a member of the council, and may remove from office an alternate so appointed by him. The appointment of an alternate shall cease if the person appointing him ceases to be a member of the council and is not forthwith re-appointed to the council.

54. Every alternate shall be entitled to attend and vote as a member of the council at any meeting of the council and of any committee of the council of which the person appointing him is a member at which that person is not personally present, and generally to perform all the functions of a member of the council in the absence of the person appointing him.

55. Except as otherwise provided in these articles, an alternate shall be deemed for all purposes to be a member of the council, alone responsible for his own acts and defaults, and not the agent of the person appointing him.

56. Any appointment or removal of an alternate shall be made by notice signed by the person making it and given to the Alliance, or in any other manner approved by the council.

POWERS OF THE COUNCIL

57. Subject to the provisions of the Act, the memorandum of association and these articles, the business of the Alliance shall be managed by the council, which may exercise all the powers of the Alliance.

58. The council may make such bye-laws (being not inconsistent with these articles) as it may think fit for the management of the Alliance's affairs and may alter or rescind any bye-laws so made.

59. The council may prescribe that products of such description as it may from time to time determine shall be included in the Alliance products, either as an addition to any existing sector of Alliance products or as an additional sector of Alliance products.

60. The council may delegate any of its powers (except the power to make, alter or rescind bye-laws) to any committee consisting of two or more persons, who need not be members of the council. Any such delegation may be made subject to any conditions (being not inconsistent with these articles) which the council may impose, and either collaterally with or to the exclusion of its own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of every committee shall be governed by the provisions of these articles regulating the proceedings of the council so far as they are capable of applying.

PROCEEDINGS OF THE COUNCIL

61. The council may regulate its proceedings as it thinks fit. A member of the council who is also an alternate shall be entitled, in addition to his own vote, to a separate vote for each absent member for whom he is an alternate. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

62. (A) A motion which involves a matter of policy shall not be carried by the council at the first meeting at which it is considered unless all the votes cast are in favour of the motion; and if at that meeting a vote is cast against the motion, it shall be reconsidered at a further meeting of the council to be held not less than 14 days and not more than 30 days after the first meeting. At the further meeting the motion shall be passed by a simple majority of votes unless the council decides (by a simple majority of votes) to submit the matter to the Alliance in general meeting for decision. If a question arises as to whether or not a motion involves a matter of policy, the question shall be referred to the chairman of the meeting, whose ruling shall be final and conclusive.

(B) A motion to which paragraph (A) of this article does not apply shall (subject to article 16(8)) be passed by a simple majority of votes.

(C) A person dealing with the Alliance shall not be concerned to see or enquire whether a motion of the council is one to which paragraph (A) or (B) of this article applies.

63. The council or the president may, and on the request of at least three members of the council the secretary shall, convene a meeting of the council. At least seven clear days' notice of every meeting shall be given to every member of the council and every alternate who is not absent from the United Kingdom. The notice shall specify the time and place of the meeting and, in the case of a meeting convened at the request of members, the general nature of the business to be transacted, and only the business so notified shall be transacted at the meeting.

64. Unless the council decides otherwise, the quorum for the transaction of the business of the council shall be three. An alternate shall be counted in a quorum in the absence of the person appointing him, but not less than three individuals shall constitute the quorum.

65. A member of the council may vote and be counted in the quorum upon a motion in respect of any matter in which he is interested.

66. The continuing members or member of the council may act notwithstanding a vacancy in its body; but if its number is less than the number fixed as its quorum, the continuing member or members may act for the purpose only of convening a general meeting.

67. The president or, in his absence, a vice-president shall preside at all meetings of the council; but if neither the president nor a vice-president is present within five minutes after the time

appointed for the meeting and is willing to preside, the members of the council present may choose one of their number to be chairman.

68. All acts done by a meeting of the council or of a committee of the council or by a person acting as a member of the council shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any of the members of the council or that any of them was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, had continued to be a member of the council and had been entitled to vote.

THE SECRETARY

69. The council shall, subject to the provisions of the Act, appoint the secretary on such terms as it thinks fit. The council may also appoint any other person, either generally or specially, to perform all or any of the duties of the secretary. A reference in these articles to the secretary shall include any other person so appointed.

THE SEAL

70. The common seal of the Alliance shall be used only with the authority of the council or a committee of the council authorised by the council. Every instrument to which the seal is affixed shall be signed autographically by one member of the council and the secretary or by two members of the council.

ACCOUNTING RECORDS

71. A member of the Alliance who is not a member of the council shall not have any right of inspecting the accounting records of the Alliance, except as conferred by law or as authorised by the council.

NOTICES

72. Any notice to be given by or to the Alliance pursuant to these articles shall be in writing. A notice to be given by the Alliance to a member of the Alliance or of the council shall be given to him either personally or by leaving it or sending it through the post in a prepaid envelope addressed to him, in the case of a member of the Alliance, at his registered address and, in the case of a member of the council, at an address in the United Kingdom to be given by him to the Alliance for the purpose. Any notice to be given to the Alliance shall be deposited at its registered office.

73. A member of the Alliance without a registered address in the United Kingdom shall not be entitled to receive any notice from the Alliance unless he has given to the Alliance an address in the United Kingdom for the service of notices, which address shall be deemed for that purpose to be his registered address.

74. A notice sent by post shall be deemed to have been given on the expiry of 48 hours after the envelope containing the notice was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

ALTERATION TO THESE ARTICLES

75. (A) Article 62 shall not be deleted or altered without either-

- (1) the sanction of an extraordinary resolution passed at a separate meeting of the ordinary members of each sector;
or
- (2) the consent in writing of those ordinary members who, on a poll taken at each such separate meeting at the time the consent is given, would represent at least three-fourths of the total voting rights exercisable on the poll.

(B) The provisions of the Act and of these articles relating to general meetings shall apply to every such separate meeting; but the number of votes to which a member is entitled on a poll shall be determined by reference exclusively to his turnover from the sector of Alliance products by virtue of which he belongs to the sector of members concerned.

(C) For the purpose of this article -

- (1) those ordinary members who at the last preceding 1st October fell within category C for the purpose of article 48 shall form a separate sector of members; and

- (2) those ordinary members, not falling within sub-paragraph (1), who manufacture a separate sector of Alliance products shall form a separate sector of members.

If a member manufactures two or more sectors of Alliance products, the member shall belong to each sector of members concerned.

INDEMNITY

76. Subject to the provisions of the Act, every member of the council and other officer of the Alliance (including an auditor) shall be indemnified out of the assets of the Alliance against any costs, charges, expenses, loss or liability incurred by him in or about the execution of or otherwise in relation to his office.

WINDING UP

77. Clause 9 of the memorandum of association relating to the winding up and dissolution of the Alliance shall have effect as if its provisions were repeated in these articles.

G

COMPANIES FORM No. 30(5)(c)

**Declaration on change of
name omitting "limited"
or its Welsh equivalent****30(5)(c)**Please do not
write in
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

[11110]

156562

* Insert full
name of company

Name of company

* THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

I, JOHN EASTER NEWMAN

of 11 Green Street,

London SW1

† delete as
appropriate

[a director][the secretary]† of THE COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Burnall House
341 Exford Street London W1

Declarant to sign below

the 26th day of OctoberOne thousand nine hundred and eighty sixbefore me [Signature]A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Presenter's name address and
reference (if any):Richards Butler,
5 Clifton Street,
London, EC2A 4DQ
DLLM/C311/064For official Use
General Section

Post room

C 432A
45 NOV 1986
CRO

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



SPECIAL RESOLUTION

of

THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONARY ALLIANCE

(passed 15th May 1993)

At the Annual General Meeting of the Alliance held on 15th May 1993 the following resolution was duly passed as a special resolution:

R E S O L U T I O N

THAT the Articles of Association of the Alliance be altered as follows:

- (1) by substituting for the words "the immediately preceding year" the words "the penultimate year" in article 9;
- (2) by substituting for Article 12 the following Article:

"12(A) The council shall prescribe for each year a sum expressed as an amount per £1,000,000 of turnover (in this article referred to as "the prescribed sum") by reference to which the amount of the subscription of each ordinary member for that year shall be fixed. The prescribed sum shall not exceed £500 without the sanction of an ordinary resolution of the Alliance.

(B) The amount of the subscription of every ordinary member for each year shall be fixed by reference to the prescribed sum for that year and to his turnover for the penultimate year in accordance with the following table:

Amount of member's turnover

Amount of subscription

£100,000 or less

10 per cent of the prescribed sum for every £100,000 (or part thereof) of the member's total turnover

More than £500,000 up to £2,000,000 (inclusive)

25 per cent of the prescribed sum for every £250,000 (or part thereof) of the member's total turnover

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LONDON, EC3A 7L
SOLICITORS

More than £2,000,000

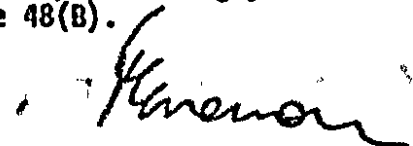
the prescribed sum for every
£1,000,000 (or part thereof) of
the member's total turnover

(C) The amount of the subscription of every associate member for each year shall be a sum equal to two thirds of the subscription which he would be liable to pay for that year if he were an ordinary member, or such other sum as the Alliance may prescribe by ordinary resolution.

(D) The amount of the subscription of every overseas member for each year shall be £100, or such other sum as the council may prescribe.

(E) The Alliance shall before 31st January in each year give to the ordinary members and the associate members notice of the prescribed sum for that year and to the overseas members notice of the amount of their subscriptions for that year.";

- (3) by substituting for the words "for the year which ended" and for the whole of paragraphs (1) and (2) which follow the words "for the penultimate year" in Article 37; and
- (4) by substituting for the words "for the immediately preceding year" the words "for the penultimate year" in Article 48(B).



Director

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION

of

THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONARY ALLIANCE

(Adopted on 24th October 1986 and
altered on 15th May 1993)

PRELIMINARY

1. In these articles, unless the context otherwise requires -

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;

"the adoption date" means the date on which these articles are adopted as the articles of association of the Alliance;

"Alliance products" means products of the following descriptions:

- (a) biscuits,
- (b) cake and flour confectionery,
- (c) chocolate and chocolate confectionery,
- (d) cocoa, including cocoa butter, and
- (e) sugar confectionery;

and products of such other descriptions as may be prescribed by the council under article 59; and "sector of Alliance products" means Alliance products of the description falling within each of heads (a), (b), (c), (d) and (e) above (together in each case with any additions prescribed by the council under article 59) and products of any other description prescribed by the council as an additional sector under article 59;

"these articles" means these articles of association as originally framed or as altered from time to time by special resolution;

1.

RICHARDS BUTLER
BEAUFORT HOUSE
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LONDON, EC3A 7EE
SOLICITORS

"associate member", "ordinary member" and "overseas member" mean those persons respectively qualifying for associate, ordinary and overseas membership whose names are entered on the register of members of the Alliance and "member" means a person who is an associate member, an ordinary member or an overseas member;

"clear days" means, in relation to the period of a notice, that period excluding the day on which the notice is given or is deemed to be given;

"the council" means the council for the time being of the Alliance;

"group" means a group of companies comprising a holding company and its subsidiaries under section 736 of the Act and "company" has the same meaning as in that section;

"turnover" has the meaning given to it by article 8;

"the United Kingdom" means Great Britain and Northern Ireland;

"year" means a calendar year;

and, subject as aforesaid, any word or expression to which a meaning is given by the Act has the meaning so given on the adoption date.

2. For the purposes of these articles, a company shall be deemed to be the manufacturer or seller of a sector of Alliance products manufactured or sold by any of its subsidiaries.

MEMBERSHIP

3. The members shall be -

- (1) every person whose name is entered on the register of members of the Alliance on the adoption date;
- (2) every other person whose name is entered on the register of members of The Cake & Biscuit Alliance Limited on the adoption date who agrees to become a member before 1st January 1987; and
- (3) any other person elected by the council to membership after the adoption date whose name is entered on the register of members of the Alliance.

Every person mentioned in sub-paragraph (2) shall be deemed to have been elected as a member on 1st January 1987 for the purposes of articles 9 and 12.

4. (A) The members of the Alliance shall be divided into the following classes of membership -

- (1) ordinary membership, comprising those members who manufacture any Alliance products in the United Kingdom;

- (2) associate membership, comprising those members, not qualifying for ordinary membership, who sell in the United Kingdom any Alliance products manufactured by them respectively outside the United Kingdom; and
- (3) overseas membership, comprising those members, not qualifying for ordinary or associate membership, who manufacture any Alliance products outside the United Kingdom.

(B) An associate member shall not be entitled to vote at any general meeting, but he shall be entitled to receive notice of and to attend every general meeting.

(C) An overseas member shall not be entitled to receive notice of or to attend or vote at any general meeting.

5. Any person qualifying for ordinary, associate or overseas membership may apply to become a member of that class by sending to the Alliance an application, in such form as the council may prescribe, signed by or on behalf of the applicant. The council may refuse to elect an applicant to membership without giving any reason, unless his name is entered on the register of members of The Cake & Biscuit Alliance Limited on the adoption date and he has applied for membership before 1st January 1987.

6. If the names of two or more companies of which one is the holding company of the other company or companies are at any time entered on the register of members of the Alliance, the holding company shall be entitled to exercise and enjoy the rights of membership and be liable as a member to the exclusion of any other such company.

7. Membership of the Alliance shall not be transferable or transmissible.

MEMBERS' TURNOVER

8. For the purposes of these articles the turnover of a member for any year is the aggregate of the amounts (exclusive of value added tax or any similar tax) received during the year by the member or by any of its subsidiaries from -

- (1) sales (whether within or outside the United Kingdom) of Alliance products manufactured (whether by the member or any other person) in the United Kingdom; and
- (2) sales in the United Kingdom of Alliance products manufactured (whether by the member or any other person) outside the United Kingdom.

For this purpose a sale by the member to any of its subsidiaries, or by any of its subsidiaries to the member or to another of its subsidiaries, shall be disregarded.

9. Every member shall send to the Alliance on or before 31st January in each year and upon his election to membership (unless he is elected

before the 31st January in the year of his election) a written statement showing the amount of his turnover from each sector of Alliance products for the penultimate year. If the council so requires, the statement shall be certified by the member's auditor.

ENTRANCE FEE AND SUBSCRIPTIONS

10. Every person shall, upon his election to membership, pay to the Alliance such fee (if any) as may be prescribed by it by ordinary resolution.

11. Every member shall pay to the Alliance on or before 31st January in each year and upon his election to membership (unless he is elected before the 31st January in the year of his election) a subscription for the year of an amount fixed in accordance with article 12; but a member's subscription may be paid by such instalments as the council may permit.

12. (A) The council shall prescribe for each year a sum expressed as an amount per £1,000,000 of turnover (in this article referred to as "the prescribed sum") by reference to which the amount of the subscription of each ordinary member for that year shall be fixed. The prescribed sum shall not exceed £500 without the sanction of an ordinary resolution of the Alliance.

(B) The amount of subscription of every ordinary member for each year shall be fixed by reference to the prescribed sum for that year and to his turnover for the penultimate year in accordance with the following table:

<u>Amount of member's turnover</u>	<u>Amount of Subscription</u>
£500,000 or less	10 per cent of the prescribed sum for every £100,000 (or part thereof) of the member's total turnover
More than £500,000 up to £2,000,000 (inclusive)	25 per cent of the prescribed sum for every £250,000 (or part thereof) of the member's total turnover
More than £2,000,000	the prescribed sum for every £1,000,000 (or part thereof) of the member's turnover

(C) The amount of the subscription of every associate member for each year shall be a sum equal to two thirds of the subscription which he would be liable to pay for that year if he were an ordinary member, or such other sum as the Alliance may prescribe by ordinary resolution.

(D) The amount of the subscription of every overseas member for each year shall be £100, or such other sum as the council may prescribe.

(E) The Alliance shall before 31st January in each year give to the ordinary members and the associate members notice of the prescribed

sum for that year and to the overseas members notice of the amount of their subscriptions for that year.

13. The council may, in its discretion, remit or repay a member's subscription in whole or in part.

14. Subject to article 13, a person who ceases to be a member of one class and becomes a member of another class during the currency of a year shall pay for that year only one subscription, which shall be the higher of the subscriptions payable for that year in respect of the classes of membership concerned. Otherwise a person who becomes or ceases to be a member during the currency of a year shall (subject to article 13) pay the whole of his subscription for that year without any rebate and, if he gives notice of his resignation after 30th September in any year, he shall pay the whole of his subscription for the next following year without any rebate.

15. Unless the council decides otherwise, a member whose subscription is wholly or partly in arrear for at least 90 days shall not be entitled to exercise or enjoy any of the rights of membership.

CESSATION OF MEMBERSHIP

16. A member shall forthwith cease to be a member -

- (1) if he resigns his membership by notice to the Alliance;
- (2) if, being an ordinary member, he ceases to qualify for ordinary membership or if, being an associate member, he ceases to qualify for associate membership or if, being an overseas member, he ceases to qualify for overseas membership;
- (3) if, in the case of an individual, a receiving order is made against him or he makes any arrangement or composition with his creditors generally;
- (4) if, in the case of an individual, he is, or may be, suffering from mental disorder and either:
 - (a) 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
 - (b) an order is made by a court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs;
- (5) if, in the case of a company, it becomes after the adoption date a subsidiary of another company which is a member or is

in the same group as a member and the council resolves that it cease to be a member;

- (6) if, in the case of a company, it goes into liquidation or a receiver or similar officer is appointed of the whole or any part of its undertaking or assets;
- (7) if he fails to pay the whole or any part of any fee or subscription payable by him to the Alliance for a period of twelve months from the date on which it became due for payment and the council resolves that he cease to be a member; or
- (8) if, in the opinion of the council, he is guilty of conduct rendering him unfit to be a member and the council resolves by a majority of two thirds of those voting on the resolution that he cease to be a member.

17. If the council proposes that a member shall cease to be a member under sub-paragraph (8) of article 16, it shall -

- (1) give to the member at least fourteen clear days' notice of the place and time of the meeting of the council at which the motion for his cessation of membership is to be put and of the grounds on which it is to be put; and
- (2) permit the member to attend the meeting and (before the motion is put to the vote) allow him to give orally or in writing any explanation or defence of his conduct he may think fit.

18. A person who ceases to be a member shall remain liable for any subscription or other moneys which may then be due from him to the Alliance and for any sum which may thereafter become payable by him under the memorandum of association.

GENERAL MEETINGS

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.

20. The council may convene a general meeting and, on a requisition made in accordance with the Act, shall convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition.

NOTICE OF GENERAL MEETINGS

21. An annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by at least twenty-one clear days' notice and all other extraordinary general meetings shall be called by at least fourteen clear days' notice. Every notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Except as otherwise provided in these articles, the notice shall be given to all the members, to the auditors of the Alliance and to all the members of the council.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting. Any member present at a meeting, whether in person or by proxy or by an authorised representative, shall be deemed to have received notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any general meeting unless a quorum is present. Except as otherwise provided in these articles, five members entitled to vote at the meeting, each being a member or an authorised representative of a company, shall be quorum.

24. If a quorum is not present within fifteen minutes from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow), the meeting, if convened on the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the council may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the meeting, any one person entitled to be counted in a quorum at the meeting shall be a quorum.

25. The president or, in his absence, a vice-president shall preside as chairman at every general meeting; but if neither the president nor a vice president is present within five minutes after the time appointed for the meeting and is willing to preside, the members of the council present shall elect one of their number to be chairman or, if there is only one of them present who is willing to preside, he shall be chairman. If no member of the council who is willing to preside is present within five minutes after the time appointed for the meeting, the members present in person and entitled to vote shall elect as the chairman one of their number or the authorised representative of a company entitled to vote.

26. The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time or sine die and from place to place. No business shall be transacted at an adjourned meeting except business which might properly have been transacted at the meeting from which the adjournment took place.

27. If a meeting is adjourned for thirty days or more or sine die, at least seven clear days^a notice specifying the time and place of the adjourned meeting and the general nature of the business to be transacted shall be given. Otherwise notice of an adjourned meeting need not be given.

28. If an amendment proposed to a resolution shall be allowed or ruled out of order by the chairman of the meeting in good faith, any error in the ruling shall not invalidate the proceedings on the substantive resolution. An amendment to a special resolution or an extraordinary resolution (except an amendment to correct a patent clerical error) shall not be allowed.

29. A resolution put to the vote of a general meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by the chairman of the meeting or by any one member having the right to vote at the meeting.

30. Unless a poll is duly demanded and not withdrawn, a declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

31. A poll demanded on the election of a chairman of the meeting or on the question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time (being not more than thirty days after the poll was demanded) and place as the chairman of the meeting directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll has been demanded.

32. A poll shall be taken in such manner as may be directed by the chairman of the meeting, who may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. The demand for a poll may be withdrawn before the poll is taken only with the consent of the chairman of the meeting. If the demand is so withdrawn, the meeting shall continue as if it had not been made and its withdrawal shall not invalidate the result of a show of hands declared before the demand was made.

34. If a poll is not taken immediately and if the time and place at which it is to be taken are not announced at the meeting at which it was demanded, seven clear days' notice of the time and place shall be given. Otherwise notice of a poll need not be given.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

36. A member of the council may speak at a general meeting notwithstanding that he is not a member of the Alliance.

VOTES AT GENERAL MEETINGS

37. Except as otherwise provided in these articles, on a show of hands every member who (being an individual) is present in person or (being a company) is present by an authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every complete £1 of the member's turnover for the penultimate year.

38. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote in dispute

is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

39. A member entitled to vote at a general meeting may appoint any other person (who need not be a member) as his proxy to vote for him on a poll.

40. The instrument appointing a proxy shall be in writing in any usual form or in any other form approved by the council, and shall be under the hand of the appointor or of his agent duly authorised in writing or, if the appointor is a company, either under its common seal or under the hand of an officer. Instruments of proxy need not be witnessed.

41. To be valid, the instrument appointing a proxy and the authority (if any) under which it is signed, or a copy of the authority certified notarially or in another way approved by the council, shall be deposited at the Alliance's registered office or at such other place in the United Kingdom as is specified in, or in any document accompanying, the notice convening the meeting not less than 48 hours before the time appointed for the meeting or adjourned meeting or (in the case of a poll taken more than 48 hours after it was demanded) the time appointed for taking the poll at which it is to be used. Unless the contrary is stated in the instrument, it shall be valid also for any adjournment of the meeting to which it relates.

42. A vote cast or a poll demanded by a proxy shall not be invalidated by the previous termination of his authority unless notice of the termination has been received by the Alliance at its registered office not less than three hours before the time appointed for the meeting or adjourned meeting at which the vote is cast or the poll demanded or (in the case of a vote cast at a poll not taken on the day it was demanded) the time appointed for taking the poll.

THE OFFICERS AND THE COUNCIL

43. At each annual general meeting the Alliance shall appoint three persons to hold office as the president, vice-president and treasurer of the Alliance respectively and may appoint one other person to hold office as an additional vice-president. The council may fill a casual vacancy in any of those offices and, if at any time there is only one vice-president in office, it may appoint one additional vice-president.

44. A person holding office as the president, a vice-president or the treasurer shall vacate the office if he resigns from it by notice signed by him and given to the Alliance or if he ceases to be a member of the council; otherwise he shall hold the office until the conclusion of the annual general meeting next following his appointment or last re-appointment, when he shall retire but shall be eligible for re-appointment at that meeting.

45. A person shall not be appointed or re-appointed as the president, a vice-president or the treasurer unless he is qualified to hold office as a member of the council and, in the case of an appointment or re-appointment at an annual general meeting, he has been nominated by the council.

46. A person shall not be qualified to hold office as a member of the council unless he is an ordinary member or is a director of or is employed in an executive or consultative capacity by a company which is an ordinary member or a subsidiary of an ordinary member.

47. The president, each vice-president and the treasurer shall be members of the council ex officio.

48. (A) In this article "council representative" means a person who, being qualified to hold office, is appointed or is to be appointed a member of the council pursuant to this article.

(B) For the purposes of appointing council representatives, the ordinary members shall be divided into categories (as at the adoption date and each subsequent 1st October) according to their respective turnovers, as shown in the following table, for the penultimate year; and (subject to paragraphs (C) and (F) of this article) each member in category A shall be entitled to appoint one council representative and the members of each of categories B and C shall be entitled, between them, to appoint the number of council representatives shown in the tables:

	<u>Category of membership</u>	<u>Number of council representatives</u>
A	Ordinary members with a turnover in excess of £50 million	
B	Ordinary members with a turnover in excess of £2 million but not exceeding £50 million	18
C	Ordinary members with a turnover not exceeding £2 million	4

The council may from time to time vary the amounts of turnover shown above.

(C) If on the adoption date -

- (1) two or more persons hold office as members of the council of the Alliance or The Cake & Biscuit Alliance Limited under appointments made by a member in category A; and
- (2) at least one of those person is employed in an executive capacity by a subsidiary of that member which manufactures a sector of Alliance products to the exclusion of any other company in the same group,

then that member shall have the right to appoint as an additional council representative a person who is employed in an executive capacity by the subsidiary; but the right shall lapse if -

- (3) it at any time remains unexercised for a period of 30 days;
- (4) the subsidiary ceases to manufacture the sector of Alliance products referred to in sub-paragraph (2) to the exclusion of any other company in the same group; or
- (5) the member or the subsidiary becomes a subsidiary of a company which is not in the same group as the member on the adoption date.

Upon the occurrence of either of the events mentioned in sub-paragraphs (4) and (5) a person holding office as an additional council representative shall forthwith vacate his office.

(D) The president shall not be eligible for appointment as a council representative, and if a council representative is appointed as the president he shall thereupon vacate office as a council representative.

(E) Each vice-president shall be eligible for appointment as a council representative.

(F) If during any period (in this article referred to as "the relevant period") a person is both the treasurer and a director of or employed in an executive or consultative capacity by an ordinary member of a subsidiary of an ordinary member, that person shall be (subject to article 51) the council representative, or one of the council representatives, of -

- (1) the member, if in category A, during the relevant period (for so long as the member remains a member in category A) and thereafter unless or until he is removed from or vacates office under paragraph (G) of this article; or
- (2) the category to which the member belongs, if in category B or C, from 1st January next following the beginning of the relevant period until the 31st December next following the end of the relevant period (inclusive of each date).

The number of council representatives which the member or the category may appoint shall abate and, in the case of a member in category A, its council representative, or such one of its council representatives as shall be nominated by the member or (in default) by the council, shall vacate office, as may be necessary to ensure that the number of council representatives of the member or category does not exceed the number to which it is entitled.

(G) Each Member in category A may, by notice signed by or on behalf of it and given to the Alliance, from time to time appoint the number of council representatives to which it is entitled and remove from office any council representative appointed by it. If a member ceases to be a member in category A (whether by reason of

its becoming a member of any other category on 1st October in any year or by reason of its ceasing to be a member under article 16) its right of appointment and removal of council representatives shall thereupon cease and any person then holding office as its council representative shall thereupon vacate that office.

(H) The members in each of categories B and C shall elect the council representatives to which the category is entitled in accordance with the following provisions -

- (1) Each member of each of those categories may nominate one person for election as one of the council representatives of its category. If a person is nominated by both categories, he must decide for which of them he will stand and withdraw his candidature for the other.
- (2) If the number of persons standing for election as the council representatives of either category does not exceed the number of council representatives to which it is entitled, those persons shall be deemed to be elected as that category's council representatives. Otherwise the council representatives of that category shall be elected either at a separate meeting of the members of the category or by ballot (by post or otherwise) as the council may prescribe or approve. Every member shall have one vote for each council representative to which his category is entitled. Every election shall be held in such manner (being not inconsistent with these articles) as the council may prescribe or approve.
- (3) Elections shall be held between the adoption date and 30th November 1986 and between 1st October and 30th November in each subsequent year.

(I) The council representatives of categories B and C shall (subject to article 51) hold office during the year next following their election. The council may fill a casual vacancy among those council representatives. A retiring council representative shall be eligible for re-election.

49. A person qualified to hold office may be appointed as an additional member of the council -

- (1) by the Alliance by ordinary resolution if he has been nominated by the council; or
- (2) by the council.

A person appointed as a member of the council under this article shall (subject to article 51) hold office until the conclusion of the annual general meeting next following his appointment or last re-appointment, when he shall retire but shall be eligible for re-appointment at that meeting.

50. A member of the council shall not by reason of his office be liable to account to the Alliance for any benefit which he derives from a transaction or arrangement to which the Alliance is a party and in which he is interested, and the transaction or arrangement shall not be liable to be avoided by reason of his office.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

51. The office of a member of the council shall be forthwith vacated -

- (1) if a receiving order is made against him or he makes any arrangement or composition with his creditors generally;
- (2) if he is, or may be, suffering from mental disorder and either -
 - (a) 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
 - (b) an order is made by a court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs;
- (3) if he ceases to be qualified to hold office under article 46;
- (4) if he is prohibited by law from holding office;
- (5) if he is removed from office under section 303 of the Act;
- (6) if he is absent from meetings of the council for twelve successive months and his alternate (if any) has not during that period attended in his stead and the council resolves that his office be vacated; or
- (7) if he resigns his office by notice signed by him and given to the Alliance.

52. The provisions of section 293 of the Act shall not apply to the Alliance.

ALTERNATES

53. A member of the council (other than an alternate member) may appoint as his alternate any person who holds or is qualified to hold office as a member of the council, and may remove from office an alternate so appointed by him. The appointment of an alternate shall cease if the person appointing him ceases to be a member of the council and is not forthwith re-appointed to the council.

54. Every alternate shall be entitled to attend and vote as a member of the council at any meeting of the council and of any committee of the council of which the person appointing him is a member at which that person is not personally present, and generally to perform all the functions of a member of the council in the absence of the person appointing him.

55. Except as otherwise provided in these articles, an alternate shall be deemed for all purposes to be a member of the council, alone responsible for his own acts and defaults, and not the agent of the person appointing him.

56. Any appointment or removal of an alternate shall be made by notice signed by the person making it and given to the Alliance, or in any other manner approved by the council.

POWERS OF THE COUNCIL

57. Subject to the provisions of the Act, the memorandum of association and these articles, the business of the Alliance shall be managed by the council, which may exercise all the powers of the Alliance.

58. The council may make such bye-laws (being not inconsistent with these articles) as it may think fit for the management of the Alliance's affairs and may alter or rescind any bye-laws so made.

59. The council may prescribe that products of such description as it may from time to time determine shall be included in the Alliance products, either as an addition to any existing sector of Alliance products or as an additional sector of Alliance products.

60. The council may delegate any of its powers (except the power to make, alter or rescind bye-laws) to any committee consisting of two or more persons, who need not be members of the council. Any such delegation may be made subject to any conditions (being not inconsistent with these articles) which the council may impose, and either collaterally with or to the exclusion of its own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of every committee shall be governed by the provisions of these articles regulating the proceedings of the council so far as they are capable of applying.

PROCEEDINGS OF THE COUNCIL

61. The council may regulate its proceedings as it thinks fit. A member of the council who is also an alternate shall be entitled, in addition to his own vote, to a separate vote for each absent member for whom he is an alternate. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

62. (A) A motion which involves a matter of policy shall not be carried by the council at the first meeting at which it is considered unless all the votes cast are in favour of the motion; and if at that meeting a vote is cast against the motion, it shall be reconsidered at a further meeting of the council to be held not less than 14 days and not more than 30 days after the first meeting. At the further meeting the

motion shall be passed by a simple majority of votes unless the council decides (by a simple majority of votes) to submit the matter to the Alliance in general meeting for decision. If a question arises as to whether or not a motion involves a matter of policy, the question shall be referred to the chairman of the meeting, whose ruling shall be final and conclusive.

(B) A motion to which paragraph (A) of this article does not apply shall (subject to article 16(8)) be passed by a simple majority of votes.

(C) A person dealing with the Alliance shall not be concerned to see or enquire whether a motion of the council is one to which paragraph (A) or (B) of this article applies.

63. The council or the president may, and on the request of at least three members of the council the secretary shall, convene a meeting of the council. At least seven clear days' notice of every meeting shall be given to every member of the council and every alternate who is not absent from the United Kingdom. The notice shall specify the time and place of the meeting and, in the case of a meeting convened at the request of members, the general nature of the business to be transacted, and only the business so notified shall be transacted at the meeting.

64. Unless the council decides otherwise, the quorum for the transaction of the business of the council shall be three. An alternate shall be counted in a quorum in the absence of the person appointing him, but not less than three individuals shall constitute the quorum.

65. A member of the council may vote and be counted in the quorum upon a motion in respect of any matter in which he is interested.

66. The continuing members or member of the council may act notwithstanding a vacancy in its body; but if its number is less than the number fixed as its quorum, the continuing member or members may act for the purpose only of convening a general meeting.

67. The president or, in his absence, a vice-president shall preside at all meetings of the council; but if neither the president nor a vice-president is present within five minutes after the time appointed for the meeting and is willing to preside, the members of the council present may choose one of their number to be chairman.

68. All acts done by a meeting of the council or of a committee of the council or by a person acting as a member of the council shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any of the members of the council or that any of them was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, had continued to be a member of the council and had been entitled to vote.

THE SECRETARY

69. The council shall, subject to the provisions of the Act, appoint the secretary on such terms as it thinks fit. The council may also

appoint any other person, either generally or specially, to perform all or any of the duties of the secretary. A reference in these articles to the secretary shall include any other person so appointed.

THE SEAL

70. The common seal of the Alliance shall be used only with the authority of the council or a committee of the council authorised by the council. Every instrument to which the seal is affixed shall be signed autographically by one member of the council and the secretary or by two members of the council.

ACCOUNTING RECORDS

71. A member of the Alliance who is not a member of the council shall not have any right of inspecting the accounting records of the Alliance, except as conferred by law or as authorised by the council.

NOTICES

72. Any notice to be given by or to the Alliance pursuant to these articles shall be in writing. A notice to be given by the Alliance to a member of the Alliance or of the council shall be given to him either personally or by leaving it or sending it through the post in a prepaid envelope addressed to him, in the case of a member of the Alliance, at his registered address and, in the case of a member of the council, at an address in the United Kingdom to be given by him to the Alliance for the purpose. Any notice to be given to the Alliance shall be deposited at its registered office.

73. A member of the Alliance without a registered address in the United Kingdom shall not be entitled to receive any notice from the Alliance unless he has given to the Alliance an address in the United Kingdom for the service of notices, which address shall be deemed for that purpose to be his registered address.

74. A notice sent by post shall be deemed to have been given on the expiry of 48 hours after the envelope containing the notice was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

ALTERATION TO THESE ARTICLES

75. (A) Article 62 shall not be deleted or altered without either -

- (1) the sanction of an extraordinary resolution passed at a separate meeting of the ordinary members of each sector; or
- (2) the consent in writing of those ordinary members who, on a poll taken at each such separate meeting at the time the consent is given, would represent at least three-fourths of the total voting rights exercisable on the poll.

(B) The provisions of the Act and of these articles relating to general meetings shall apply to every such separate meeting; but the number of votes to which a member is entitled on a poll shall be

determined by reference exclusively to his turnover from the sector of Alliance products by virtue of which he belongs to the sector of members concerned.

(C) For the purpose of this article -

- (1) those ordinary members who at the last preceding 1st October fell within category C for the purpose of article 48 shall form a separate sector of members; and
- (2) those ordinary members, not falling within sub-paragraph (1), who manufacture a separate sector of Alliance products shall form a separate sector of members.

If a member manufactures two or more sectors of Alliance products, the member shall belong to each sector of members concerned.

INDEMNITY

76. Subject to the provisions of the Act, every member of the council and other officer of the Alliance (including an auditor) shall be indemnified out of the assets of the Alliance against any costs, charges, expenses, loss or liability incurred by him in or about the execution of or otherwise in relation to his office.

WINDING UP

77. Clause 9 of the memorandum of association relating to the winding up and dissolution of the Alliance shall have effect as if its provisions were repeated in these articles.