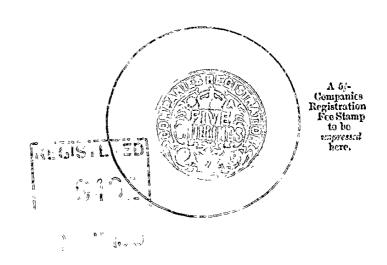
# COMPANIES ACTS, 1908 to 1917.



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 ellerge factor way to feelings (Meaning Confectioners' Alleance (Incompanies) of British Greet Clarestate Sugar Confectioners and James ellerge factorists. Limited:

rd dage dya istriadur

### WATERLOW & SONS LIMITED

LAW AND COMPANIES STATIONERS AND HEGISTRATION AGENTS,

LONDON WALL, LONDON.

presented for filing by

Consend & Sildeleh

A CONTRACTOR OF THE PARTY OF TH

(a) Here insert:  "A Solicitor of the High Court engaged in the formation."  "A director [or Secretary] named in the Articles of Association."	of Aldermans House Sichopogale in the Coly of London Solicitor  Do solemnly and sincerely declare that I am in Mobility to
	the High Court sugaged in the firmation
	Ancerperated of Bretoh Cova Chordale Sugar Confectioners and Jan. Istamfacturers
	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 2	one en the belg  London I Nate Finalist  g of frank  ne hundred and recoelers
one thousand nin	ne hundred and recreederic

(a) Here insert:

"A Solicitor of the "High Court engaged" in the formation."

or

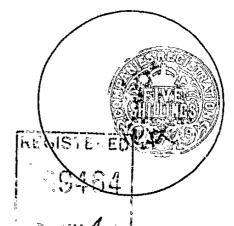
"A director for "Secretary" named in "the Articles of "Association."

10

进 (\*)

Before me,

### COMPANIES ACTS, 1908 AND 1913.



A 5 Companies'
Registration
Fee Stamp
to be
impressed

Cossess to act as Director of the Manufacturing

Confectioners' Albance (Incorporated) of British (vicod Chocolote, Sugar Confectioners) and Jam Jellanufacturers Limited,

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

(Consolidation) Act. 1905 (~ Rin. 7 Ch. 69).

es altad Mest assistant

### WATERLOW & SONS LIMITED,

LAW AND COMPANIES STATIONERS AND REGISTER ON AGENTS

LONDON WALL, LONDON.

Presented for filing by

Aldesming Amer Brokops gole To the Registrar of Joint Stock Companies:—

(a) Hero in ert: "I" or "Wo." (b) Hero insert: "My" or 'Our."

the undersigned, hereby testify (1) fur

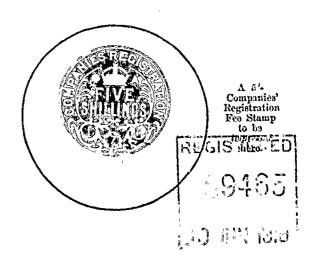
act as Directors of the Manufacturing Confectioners' allernee (Incorporated ) of Bulish Cocoa Charlate Sugar lectionist and Jam Manufactures s

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

* If a Director signs by "his agent authorised "in writing," the	*** Bizen unnenu.	Addrees	Description.
authority must be produced and a copy shell	John W. Parrall	Loke Parly Journs Survey	Manufacturing Confectiones
P;	Showston	The Armedend YNK.	Creat Clivedale Manufachus
D.	MBM L	budshet fundland landing	Manufacturing Confectiones
Meure, of	a action		zettaunfachering Confectiones
l. D.	- Dr. Calan	The weed Am all of	Allambachying Confectioner
13/11/	ation of	Hestern Bout. Styffell	Manufacturing Confectiones Inount try Confectiones In surfacting Confection
		1 32 English and the	C 977-W
· Andre	is Princhymen	Den House Helensbury	I manifestive linfactioner
ala	ynon try	43 Where Cours	Coron T Cliocolde jllaunfachur
	Store Stary	Henriley, Stockhort	the surfacturing Confections
	At Morton	- commence Hill N. 21	Manufactury Confectioners
Hora	a waekin.	Erembank, Briston	. Cleard ste stlamfactury
	alexo. young	Hemelia, Pavul Adenus Burnside, Glazar	Manufactures Confermin
_	Essin	Levins mead	Mangashoon)

Dated this 17. day of June

## THE COMPANIES ACTS, 1908 & 1913.



List of the Persons who have consented to be Directors of

the ellaunfacturing Confictioners allumier ( Succepted) of Stilesh Cowa Chocolate Sugar Confectionery and Jam Manufachusers 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 DY

LAW AND COMPANIES STATIONERS AND RESISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Covard & Toldeleh,

(Chermania House)

(Sushopsgale & 25

(a) Hero insert "I" or

(a) Me\_, 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 Alamofaching Confectioners' Alliance ( Sucorporated I of Dulish Great hocolate Sugar Confectioners and Jame Manufacturers Limited,

Description. Woodshill fundament Goodings & langfacturing Confectioner Manufacturing Confectioner I besent food, Alingford Manufacturing Confectioner Moster Bank Sheffield ellaunfachung Confechener Denuston 12 Elm Conne, fonden ellennfachering Confectioner France Moune, Helewburgh ellamefactoring lachertoner 13 Albert Court See of Green Hohorolate ellawifactorer Try, algerion! Manufacturing Confectioner Manufacturing Confelience Greenbook , Bristal Cherolate ellemofactures Whatker Hornee Hornolon Serial Avenue, ellanosfrehames lonkelenes Decronoche Glasgon' y Chronolale elakes. Going alcomder

> Signature, Address and Description of Applicant for Registration.

WHEREAS it has been proved to the Board of Trade that "THE MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED) OF BRITISH COGUA, 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 Apportation.

NOW, THEREFORE, the Beard of Trote in pursuance of the powers in them vested, and in consideration of the poversions and subject to the conditions contained in the Memorandum of Association of the said Absociation

SIGNID by order of the Band of Trade, this toutleth day

H. M. Win Earls

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

C. No. 100.

0

#### THE COMPANIES ACTS 1908 TO 1917.

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

#### Memorandum of Ussociation

er The

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

1. 3

Presented for filing
by Lemander Idily

Cel decurain Form

Mishipogate EC2





9460

ĩ

#### THE COMPANIES ACTE 1908 TO 1917.

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

#### Memorandum of Association

GP THE

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

- 1. The name of the Association is "The Manufacturing Confertioners' Alliance (Incorporated) of British Coson, Cherolate, 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:-

100

- (c) To promote by all lawful means the welfare of the British Count. Checolete, Sugar Confectionery, and Jum Trades or Industries in all matters other than industrial.
- (b) To create and maintain a public crimien favourable to the Confectionery and Allied Trades in any of their hunches; to diffuse and procuse information, cereider, engunate and support improvements in the manufacture of confectionery and cognate articles, and to this end to promote or oppose Bith in Parliament, to held meetings, public and private, and to carry on propagandits 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 Albance.

- (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
- (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 long 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 market whether for general or special purposes, with a view to the use thereof by Members of the Allianse 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 manufactioning, exhibiting and placing on the market any article or substances to which the same may be capable of applications.
- (h) To establish and maintain a system of inquiries and respectability of inquiries as to the financial standing and respectability of persons, firms and companies with whom Membrus and other parameter may have excepted in the such trades or industries may have excepted to deal and to provide information of the character absenced to tradess, whether Members of the Alliance or not, and either grattin only or otherwise.
- (4) The establish, particle, co-operate with, brown a minder of all us, or apprint trustees, agents or delegates for, control, and us, or apprint trustees, agents or delegates for, control, aming, superinteed, affect financial arsistance to, or otherwise establishments of the Alice to interpretated, whose objects are similar to these of the Alice or interpretated with Members, brookly of that are constance in universe or money's wants of the first the power of the crumpy of

12.

13.04

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.
- (') 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.
- (w) To borrow or raise any money that may be required by the Alience 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 Alience, or by mortgage or charge of all or any part of the property of the Aliance.
- (b) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (a) 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, 1963, 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, after, amprove and maintain any buildings which may be from time to these required for the purposes of the Alliance, and to manage, develop, self, decises, let, mortgage, dispose of, turn to account or otherwise siral with all or part of the same with a view to the promotion of the objects of the Alliance.
- (g) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- (c) To take over the liabilities (id ony) 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.

- (a) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenences calculated to berefit 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.
  - (t) To procure the Alliance to be registered or recognized in any part of the British Empire or in any foreign country or place.
  - (u) 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, it 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 partion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, benus or otherwise howseever 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 remaneration to any officer or servant of the Alfance or to any Member of the Alfance, in return for any services actually rendered to the Alfance, or for any material, labour, plant or power supplied for experimental purposes, nor payment the payment of interest at a rate not exceeding any per centum per annum on money leat, or payment of a reasonable and proper rent for premises demised or let by any Alember of the Alfance, but so that no Member of the Council or Governing Rody of the Alfance shall be appointed to any colarist office of the Alfance or any office of the Alfance paid by fees, and that no remarkation or other benefit in money or money's worth shall be given by the Alfance to any Member of the Council or Coverning Herein by the Alfance to any Member of the trate aforests on money leat or the payment of a reasonable and proper sent for premises decreased or let to the Alfance, 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 company of which a member of the Council may be a member or charchedder 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 arkinary: 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 lie vilities, 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 properly 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 it 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 Alhance, and the matters in respect of which such receipts and expenditure take place, and of the property credits and liabilities of the Alhance, and, subject to any reasonable restrictions as to the time and manner of inspecting the came that may be imposed in accordance with the regulations of the Alhance for the time being, shall be open to the inspection of the Mombers. Once at least in every year the accounts of the Alliance shall be examined, and the correctness of

Wis.

1. 42.

the balance sheet ascertained by one or more properly qualified 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.

(JS).

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Sydney Novokeffer Pascall, 100, Bladoflars Wood Sondon St. Franspating Enfetivery Horac Walker, Seem been K. 13 water. Chocolation an afact Mancey made in 16 lastolical & membracturing Confectioner Loves Boyd 15 Fastetiscop & Manufacturing Confectioner Corrections Classiffer But Syndretic Montpolicies Confession Chaming Confessions Works, Montpolicies Confessions Chaming Confessions With Syndretic Manufacturing Confessions Chaming Strong Confessions Deven Con Wheel E.C. I leosow throughout Manufacturing Confessions System Commissions Commissions Systems Commissions Systems Commissions Systems Commissions Commissions Systems Commissions Commissions Systems Commissions Systems Commissions Systems Commissions Commissions Systems System

Dated the 16 day of hay 1919.

Witness to the above signatures,

The stanfish in blaves of Coccoor Town bleed

The stanfish in blaves of Coccoor Town bleed

The stanfish in blaves of

Association by the stating out

The tignalary Clause by the

debetern of the words " and

Alleance and the substitution

Alleance and the words " a fombany'

were words by me with the

words of the words " a fombany'

were words by me with the

words of the substitution

Alynostyces to Association. The standard of the standard of the substitution of the substitution.

Astrology to Association.



7

39467

THE COMPANIES ACTS, 1908 to 1917.

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

# Articles of Association

or mu

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

i. 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.

<sup>45</sup> The Alliance " means the Manufacturing Confectioners' Alliance (Incorporated), of British Cocea, 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.

44 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.

TUE

1.000

The second of the second

- 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 Cocon, 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.
  - (e) 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 fulfit 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:—

 $\xi_{ij}$ 

- (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 fereign 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 shits Members i respect thereof.
- (. 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 come to be a British subject or chall come in any way directly or indirectly under the control or directions of, or become in the opinion of the Beard 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 chall theo 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 Onlinary Member seasing 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 bereof.

- 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

The expression "foreign comparation" 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 foreignem.
- (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 central 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 edvantages of membership it aball 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 hisphace. Upon receipt by the Council of any such revocation such member chall 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 fam 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 particulans of the nature of the firm or association and its places of inces, and in the case of a firm of the names, nationality, and private areas 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 Alkiance and to vote therent, and generally energies 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 concent of the Council of the Alkiance) nominate another representative in his place. All such nominations and revocations chall be in writing under the scal 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 these present and voting may, at any time, by notice in writing require any Member to withdraw from the Albance 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 baving regard to the unexpired putton of the period for which it is paid, and such member shall cease to be a Member of the Albance 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 anterciption within three months of its becoming due, or in the case of a present on his becoming huntle or of unseemd 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 centained shall prejudice the rights of the Alliques 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 chighlic for membership.

#### DUTIES OF MEMBERS.

- 17. Every Member of the Alhance shall be bound to
  - (a) To pay to the Alliance each cuttones he (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. SEEBOHM 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 founcil.

- 21. The Alliance in General Meeting may appoint one President and onch number of Vice-Presidents of the Alliance as it may deem advisable from arong the Members of the Council. The President and Vice-Presidents for the time being shall setire 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 wars in succession unless by special sequent of the Alliance in General Meeting.
- 22. Subject to Anticle 29 Members of the Council shall be elected by the Alicaco in General Meeting and shall retire as provided by Article 23.
- 23. At the Annual thermal Meeting in the year 1919 and at the Annual General Meeting in car hardsequent 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 measure to one-third shall retire. The Members of Co. axil to active in every year shall be those who have been longest in office since their fact election, but as between present who become disturbers of Co. ...if on the come day there 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.
  - (c) 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 chall 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 theretal Meeting, but subject nevertheless to the provisions of any Acts of Pauliament 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.

23. 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.

(V

1

0

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 at at such meeting. In the event of the votes being equally divided to 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 manutes 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 Conneil present at each meeting of the Council, and of any Committee of the Council.
  - (e) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.
- 53. Any such minutes of any meeting of the Council or of the Counciltee, or of the Alliance, if purporting to be signed by the Chairman of such meeting, or by the Clairman of the next succeeding meeting, shall be receivable as primit face evidence of the matters stated in such minuter.

#### SEAL

34. The Council shall provide for the safe custody of the scal, and the scal 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 scal is affixed, and every such instrument shall be councilized 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 present to cause a meeting to be held within 21 days from the date of the requisition being so deposited, the regis bloomers or a majority of them may them above course of the first how, but any meeting so converted chall not be 1. In one of these ments from the date of the deposit.
  - (3) If at any need mosting a recollection requiring confirmation of another norther is present, the Council shall forthwith remember a further extensionary Council Meeting for the propose of considering the resolutions and if the Council of configuration is as a special resolution a and if the Council flows and resolution when the continuous the received within we such that from the flate of the present of the flost resolution, the requisitionists, or a majority of the many throughous sources the meeting.
  - (1) Any surcting represent under this clause by the requisitions is alial a convered in the same number as sensity as possible as that in alial the treatings are to be convexed by the Council.

Le force days in the to the Renders, exclusive of the day then the molecular in the day for where is correct or decimal to be errord, but unlimited of the day for which matter is given, approximate the place, day and bone of meeting, and in case of special between the previous matter of such business, whill be given, and the notice is no by post or otherwise crossed as becompiler provided.

it. Where it is proposed to present provide similation the two excellents is by the entertaint of the end object that the end of the

ĹĻ

12

J

i

ħ.

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 these retiring by rotation.
  - (c) To appoint an Auditor or Auditors and fix his or their remunera-
  - (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 be 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.
- 41. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if conveaed 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 neeting.
- 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 chareholders mentioned in the said sections.

#### NOTICES

53. A notice may be served by the Alliance upon any Member either parsonally 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

u

Ÿ,

į

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. Fvery 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 himas 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 chall 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 prevents, 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 Woods of Descall, 100, Black from Road, London Sh., Manufacture of fectioner. Heraca Wacker, Green bank, 13 into. Chorosati haces upacher a. "
Have, madein 16 Eastelead & Chempacturing Confectioners

Lances Boyd 15 Eastelead & Chempacturing Confectioners

Classico Confectioner Confectioner Confectioner

Storge Mathieson Meetinis Vink predocting Munifertuning Confectioner

Richard Ulymonthy Lever Shed EC. I lever threshot manufacture

Benjamin Carbon Roambin Com Worke York Com Chrotati hamiful

Dated the 16.00 day of la 1919.
Witness to the above eigentuces, Organism Somen Fold States of Reconstant Oraco of Reconstant of Properties. London Ilay

DUPLICATE FOR THE FILE. The licence dated

No. 156562



20 May, 1919, was revoked by the Board of Trade on the 1st November 1945 My.11.45

# Certificate of Incorporation

One There and No a Biometic Lord March To red for

Treatern Brand Primary E by

Stanzy Inty on Capacil & -

at duylor

Acres The fire of John Son of War frame

Chamble of the Ersten Person for Table

F. Williams

Jor Jeonard Saldetah

Aldermans House

Bishopsqute ! L2

Trate 2nd July 1919

156568

# TRADING WITH THE ENEMY AMENDMENT ACT, 1914.

(5 Geo. 5. Ch. 12.)

No Registration Fee payable.

9483

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

Name of Company The relacusefactoring Confidences:

Ulliance (Incorporated of Brutosh Cocoa, Chocolate Lugar Confectioners and Jam Manufactures Limited.

प्रतिकार वाष्ट्रम वास्तिक विद्यान्तिक

## WATERLOW & SONS LIMITED,

CARLOS AND AND AND STATE OF AND LEGISTER SHOW AGENTS,

LONDON WALL, LONDON

Presented for fling by

Conard of Tildeleh ( Aldermans Honor)

1. Frank Stater Sil	delch		
of Alderman's House Tishopog	ald.	u the	Och
of Lindon Solicites	sav v	* *** *	
THE PROPERTY OF THE SECOND CONTRACT OF A STATE CONTRACT OF THE SECOND CONTRACT OF THE SECON	*** - *	···	
do solemnly and sincerely declare that I am	a Solicit	or of the Sup	reme
Court engaged in the formation of the	Allan	facturing	
Confectioners' Alliance ( Ince	mpuntea	15-1	
Bulish Count Chocolate	1 1/2	ngar	
Contratoriery and land	Marie	Carles est	

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 N. y Devonshire

Square in the bily

of London

the If day of June

one thousand nine hundred and nine feen

Before me.

2 0

7. State Pisdite

Certificate No. 156562

Form No. 11.

weed to diff

"THE COMPANIES (CONSOLIDATION) ACT, 1908."

Notice of Increase in the Number of Members

of the Manue of the Goras

Charact Suga Company of Company Jan

Pursuant to Section 44.

135421

Presented for Filing by

R. M. Lernand

#### NOTICE

0f	increase	in	the	Number	of	Members	of	the	1. anu	extur
----	----------	----	-----	--------	----	---------	----	-----	--------	-------

ing Conjectioners alleanie Ir coposid

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Mingestuming Confestioners' allows

drama west

hereby give you notice, in

accordance with Section 44 of "The Companies (Consolidation) Act, 1908," that by a Resolution

of the Company dated the west with

day of Septemen 1928

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

(up 15) metters 35 good

500

Members

beyond the present registered Number of 100

(Signature)

R. M. Lemand

Dated Seption 21 21 day of

Secretaj

Seid:

19 2 8.

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

Form No. 11.

# THE MANUFACTURING CONFECTIONERS' ALLIANCE

OF

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

# Special Resolution

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

RIGIOTEREL.

3 Mar 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 MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)."

Chairman of the Meeting.

Paul Cadlung

Presented for filing bys Leonard & Filditch 40, Broadway Westranster ودين ميني

This requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great Goorge Street, London, S.W.1. (Tolographic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:——100

Tole. 156562 t the 10012/31. BOARD OF TRADE,

11th March, 1932.



Gentlemen,

MANUFACTURING CONFECTIONERS ALLIANCE (INCORPORATED)
OF EKITISH 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 (INCCRECATED)"

This communication should be tendered to the Registrar of Companies, Screenst 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.

Iam, Jentloren,

Your obedient Servant,

l'eagre. Leonard & Pilditch. 40. Prondrey. Testrinatur. 3.70.1. John G. Hindures.

و

DUPLICATE FOR THE FILE. The licence dutil

No. 156562

20 May 1919 was revoked by the Board of Trade on the 1 st. November 1945 My.11-45

# Certificate of Change of Rame.

# I hereby Certify,

THE MANUFACTURING CONFICTION RS' ALLIANCE (INCORPORATED) OF BRITISH JOCOA, CHOCOLATE, SUGAR CONFECTIONIRY, 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 MARJEACTURING CONTICTION, RS' ALLIANCE (INCORPORATED)

and I have entered one's new more on the Register accordingly.

One Thomand Nine Hendred and this ty-two.

A service

Certificate received by Effeths for Loward Holditch.

40, Broadway S.W.I.

Date 18th March 1932.

### THE COMPANIES ACT, 1929.

COMPANIES

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 Rovenue or Bearer," and be crossed "Bank of England, Inland Rovenue a/c." Amounts of 1/2 and upwards must not be remitted in stamps.

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

Somerset House,

REGISTRATION

LONDON, W.C.2.

193

OFFICE.

To the Secretary,

Manfacturage bongertioner Alliance

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 shoet and a certified copy of the auditors' report, and must be made in accordence 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.

Lam,

Your obedient Servant,

Threemore

Registrar.

(T10098) WL 23172/1813 750 12/33 H & Se Gp 162

The Secretary of the siffamufactiving Companies Registration Office, Somerset House, London.

No. 17

No. 17

### THE COMPANIES ACT, 1929.

All communications to be addressed to

"The Registrar et Companies," and nest ; to any individual by name

Remittances must be made out in favour of The Commission roof Inland Revenue of and crossed "Pank of Figures, Inland Revenue afe." Amounts of 1. and upwards must not be remated in stames

The fellowing number eligible is quoted on the Return, grandly good pyridence on

COMPANIES REGISTRATION OFFICE.

Somerset House,

LONDON, W.C.2.

중 즉시 193

To the Secretary. Misse fucliting benful since (Charita Conceptoraled)

Sir,

177

I have to call vour 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 formul an Annual Return to this Office.

The Return -Install include a certifical copy of the last audited balance sheet and a certifical copy of the ambitors report, and must be made in accordance with the presentant form (No. 7) which can be obtained from this Office at a cost beseilne-have and tilen burgi-toutione favo and was the

As the Rection of the Consepancy less the great 1934 has nest incentived. I shall be glass if were will fearward it withwest dielay.

I canno.

SIR.

Longer collections Sourcest.

Three woods

Registrar.

### MINUPACIUNING CUMPECHUMENO INCORPORATED. ALLIANCE AT an EXTRAORDINARY GENERAL MEETING of CONFECTIONERS' ALLIANCE MANUFACTURING 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 kereinafter provided;

(iv) such foreigners or foreign corporations or corporations under foreign control as the Council may elect with

(2) By inserting in the Provise to Clause 5 after the words "Ordinary is the first line thereof the words dollaring and the first line thereof the words are the same of the content of the first line thereof the words are the content of the content o Member " in the first line thereof the words following, namely : --

of tealter than an ardinary member under Clause 5 (a) (iv)

(3) 130 deleting those is and substituting therefor the following કે જેરાકારાં ક

of the Aliance of the Aliance of the Aliance Bondo eftalen Almanne Langoileres rest meette. Eleges one onesalt noulten) Clause 5 (a) (iv) hereof) shall be accompanied by :--

(1) In the case of an abligation made by an stating that be is a British subject and stating wheather has it a continual-limina British subject or a British subject by matogalization or otherwise, and if naturalized, whether he remains for any prosperse in the allegiance of any, and if so, what,

Exercise Experience States for a Corporation, a trelineation moder and behalf of the Composition he the Same or other ather anthrives in to an analysis will book sport the flooring beautiful Assist-lo Couspostations

and in either case the Council man, before electing any recensives, so-priore excell becather entireties ar it establish its ence to be bringing for the sold of the control of Her Laratic m.

( b). Is wondered in the sold named to be a collected by the collected and the collected and the collected the col " of a live to be seen a substance of the order of the seen of the

(A) Br. diverting in the boot love of Classe for, after the words ordinary Mentlur." the words "bliefing a British ealignet."

(7) Hay elebeting broom Clasered II the valuebe " to drive oval the prostic of required by Artelia (6.7.7)

N. P. S.

al III. 1943

Chairman of Meeting

Registered

Manufacturing Confectioner Alliance Incorporated.

n Ox

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 Chase 6c."

30 JUL 1943

Dated July 13th 1943.

Ging Steering

Chairman of Meeling,

Registered.

 $\mathcal{C}$ 

A464

1565632

IN THE MATTER OF

MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED)

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

the Board of Trade in consideration of the provisions and subject to the conditions contained in the Kemorandum of Association of The Manufacturing Confectioners' Alliance (Incorporated) of British Cocoa, Chocolate, Sugar Field STERED Confectionery and Jam Manufacturers (which name was 7 NOV 1945 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.

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 WINNELS 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,

/ 37

< 3

₹ ﴾

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

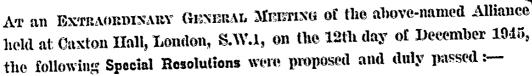


### Special Resolutions

OF

## MANUFACTURING CONFECTIONERS' ALLIANCE (INCORPORATED) LIMITED.

Passed 12th December 1945.



- 1. That the name of the Alliance be charged 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.
    - 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.

( ...)

4

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 Conneil.

Article 6. Delete the whole Article.

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

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

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."

(

4. 1

K-)

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:—

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

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 I 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 mominated 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 sach 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 1920."

Article 51. Lines 3 to 5, delete "which shall not be printed nor circulated and shall be deemed private unless otherwise decided by the Alfance 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 therefore "Arbitration Acts 1889 to 1934 or any amendment or re-enactment thereof for the time being in force."

After 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.

4.1. Havis

Chairman..

IA :

It is requested that any reply to this letter may be addressed to The Assistant Secretary. Insurance and Companier Dept., Remney House East, Tutton Street, S.W.1. (Telephone Number: Abboy 3301), and that the following number may be quoted:—

B

[C.D.39.]

BOARD OF TRADE,

Your reference:-

156568

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

Rovenue, must at the same time be forwarded to the Regularing L

payment of the registration fee.

I am,

Your obedient Servant

UFFEL 1946

7261 Wt 20034/5210 9/44 FA Gp 744

urgei

IAAI

No. 156562



### Certificate of Change of Rame.

## I henceby Certify That

HAMUFACTUPING COMPACTIONERS' ALLIANCE (INCORPORATED) LIMITED

having, with the same took of a Special Resolution of the said Company and with the approved of the INARD OF IRADE, chaired the course, is now called THE COCCA, CHOCOLATE AND CONFECTION AMARICE LIMITED

CHARLE & BORRE CONTRACTOR ONE TO DESIGN MECANON CORE THOSE FRANCE OF A LECTURE REPORTED AND CONTRACTOR

tions to entrely a more to stack at Europell to, their

Righth

February

that he was about him thresh the constitution

Forty-six

Regarded to any the contraction of

Replace to the thirty to

r<sub>vN</sub>

Diete

IN THE HIGH COURT OF JUSTICE CHANGERY DIVISION WR. JUSTICE EVERSHED



No. 00282 of 1946.

207

MONDAY the 29th day of JULY 1946

III THE HATTER OF THE OCCO, SHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED

and

IN THE LATTER OF THE COLPANIES 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 Gyril Gibbon Konk 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 DOWN CROER that the alteration in the Memorandum of Accordation of the above maned Company with respect to its objects projected by the Special Revolution of the above named Company public in escordance with Section 117 of the above mentioned Act at an Estracrainary General Meeting of the above named Company held on the 12th December 1945 (which Special Revolution is not forth in the Schedule hereto) be and the same is hereby confirmed in accordance with the effections of the above mentioned Act

28 doys from the date of this Order deliver to the Registrar of Componies on office copy of this Order, together with a printed

THREE YENGE

45

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

When Shell .

REGISTRAR

THE SCHEDULE ABOVE REFERRED TO

Resolution altering Company's Henorandum of Association

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

- (1) By deleting peragraph (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 Lanufacturing Industries, which shall be deemed to include the manufacture of Cocoa Butter.
  - (b) To afford facilities for ascertaining and to accertain the views of the industries on all natters affecting the industries including industrial relations, terms and conditions of a college, auguly of raw accertain, production, research, distribution, transport, prices, inputs the equalty, local and national legislation and equalty, local and national legislation and interesting and views between nambers and between the Allience and the Government and covernment the Allience and the Government and covernment because the Allience and the Government and covernment because and the government and covernment and government and government and government and desirable accepts thereto at may be considered desirable.

- 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 luwful means the welfare of the
- (ii) By deleting in paragraph (p) the words "Subject to the provisions of the 19th Section of the Companies (Compalidation) Act 1908."
- (iii) By eltering the identifying letters of paragraphs (b) to (u, (inclusive) by substituting therefor consecutively the letters (f) to (x) respectively.

1.3

\* ar

## IN THE HIGH COURT OF JUSTICE . CHANGERY DIVISION LR. JUSTICE EVERSHED

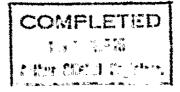
Re THE COCOA CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED

and

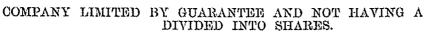
Re THE COLPANIES ACT 1929

Office Copy

ORDER confirming alteration in Nemorandum of Association.



NAVA BEOM & CO., 21 Lime Street, London, M.C.3.





15 AUG 1946

### Memorandum of Association

OF

### THE COCOA. CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED.

- 1. The name of the Association is "THE COCOA, CHOCOLATE AND CONFE 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.
    - (D) 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.
    - (b) 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.
    - (II) To promote research and other scientific work in connexion with the trades or industries enumerated in the title.
    - (1) 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 gratuitiously 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.
- (0) 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.
- (8) 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.
- (8) 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 premotion of the objects of the Alliance.
- (7) 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 thirds 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 Trude.
- 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.
- s. 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 habilities, 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 meome 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 I 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 reserved and expended by the Alliance, and the matters in respect of which such receipts an i expenditure take place, and of the property, credits and habilities of the Alliance, and, subject to any reasonable restrictions as to the time and marker 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 CHRTIFY 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.

Z = Touts

#### DUPLICATE FOR THE FILE

### Certificate of Registration

OF

### ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

Pursuant to Section 5 (6) of the Companies Act, 1929.



No. 156562

THE COCOA, CHOOOLAT'S AND COMPECTION RY ALLIANCE LIMITED													
minimum minimum and the confidence of the confid													
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													
One Thousand Nine Hundred and Forty-six.													
🐎 Registrar of Companies.													
Certificate received by Solland for News Brikele													
- 6 % F 6 3													

Date 23 rd augrit 1946

156502 /40

COCOA, CHOCOLATE AND CONI ALLIANCE LIMITED.

P.O.O.

COMPANIES ACT 1948 Company Limited by Guaran

10 DEC 1949

Amendment of Articles of Association.

SPECIAL RESOLUTION OF COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITED.

PASSED ON 24th NOVEMBER, 1949

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

hat the following paragraph be added to Article 19:-

twithstanding Section 185 of the Companies Act 1948 any 1 who was a member of the Council on 24th November, 1949 ho had attained the age of seventy at that date shall be capable ng re-appointed as a member of the Council notwithstanding the has attained the age of seventy and it shall not be necessary e special notice of any resolution appointing or approving the atment of any such member."

6355 \ Zuk

¢ 2331

m 156562/44

OCOA, CHOCOLATE AND CONFE

COMPANIES ACT 1948
Company Limited by Guarantee

Amendment of Articles of Association:

SPECIAL RESOLUTION OF COCOA, CHOCOLATE AND CONFECT PAIRY ALLIANCE LIMITED.

PASSED ON 26th JULY, 1951.

Extraordinary General Meeting of all the members of the amed Company, held at 11, Green Street, London, W.1, on y, 1951, the following resolution was duly passed as a Special on 1.

hat the concluding paragraph of Article 19 be deleted and the sllowing 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 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 of the Council.".

entify the shoe to the a time entire referred to

THE RESERVE OF THE PROPERTY OF THE

· L CONCARA

21 3

سندلاسلا ومت

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 resolvets 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 contectionery 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.
- (e) 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 Covernment 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, propagar in, 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 I, sub-clause its be altered from "this Altiance" to "the Altiange"

In clause A sub-clause (b) the words at the end "the trades or industries enumerated in the title," he altered to read "the industries".

In clause I, sub-classes (m. (yr. (k)) and (on the words of the said trades or industries of industries of

In clause 3, rebelieve (1) the west "Innovation" be affected to read "Affance

The last two paragraphs of clause I be affected to read as follows.

\*\* Provided always that resting therem contained stall empower the Alliance to early on the business of Lie accurance, personal occasion and ance on the business of animance personal occasion of the business of insurance within the meaning of the America Companies Act. 1904. Section 1, or any Act amending, extending or re-enacting the verson of the remove any take connected with any each business as aforesaid.

Provided also that the Abbanco aka'l rost support with its fluids any educat, or endeavour to impose on or process to be observed by the combine or others any regulation, restriction, or condition, which, if an object of the Albanco, would make it a bade times.

Provided of a that in case the All arms shall take or held any property edycut? The jurisdiction of the Charity Commissioners for England and Wakesor the Minister of Laboration, the Adianae shall not self, mortgage, charge, or have the tage without such authority, approval or con int 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 Aliance 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 doe administration of such property in the same manner and to the same extent as they would as such intenders of such Council or governing body have been if no incorporation had been effected, and the uncorporation of the Alliance shall not diminish or impair any control or authority a certificiable by the Charley Division, the Charley Commissioners or the Minister of Libration ever such mornibus. But they shall, as regard, any such property, be subject jointly and separately to such control or authority as if the Alliance were no 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 his briving regard to any trust the Alliance shall only deal with the same in such manner as allowed by his briving regard to any trust.

3831

5 JUL 1955

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.

- lions contained in the printed document submitted to the meeting and for the II. THAT the repurpose 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."

decretary 2000 per 18755

THE COMPANIES ACT, 1948

Memorandum and Skitches of Association

OF THE

COCOA, CHOGOVANIE AND CONFECTIONERY, MINANCE

LIMITED

Dog.

COMPANY LIMITED BY GUARASTEE AND NOT HAVING A SHARE CAPITAL

#### THE COMPANIES ACT, 1948

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

### Alemorandum of Association

Ob 118

### COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE Limiteo

1. The name of the association is "the Course Chicolate and Confectioners Albanical Limited Miles

- 2. The resistered office of the Albance will be office in England.
- 3 The edgerts for which the Albanee is stablished are:
  - for the art for all purposes as the representative organisation of the constructional temphate and sugar confectioners manufacturing undertune (which shall be deemed to include the manufacture of costs butter), but makes referred to as "the industries."
  - No Lea previous the created and commonses dent all described new commonstances in the problem that the problem is the problem of the problem
  - ic. Francist of a grund grown, and an live a room title cologies to one to and the modific database.

    In our tines a light of a color of a color of the color of

tion, 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. conditions of employment, the supply of raw materials, producorganisations and persons.

- advisory character on statistics, home and foreign markets, distribution, transport, production, propaganda, labour, anance, costing methods legal and other matters. To provide, for the assistance of the industries and of Government departments, information and services of an 5
- eg. To promote by all lawful means the welfare of the industries in all matters afrecting them.
- on and to come one with any other association whose objects impasse up at an the manufacture of confectionery and cognate Parliam in, to bot! in engs public and private, and to carry on propagandist work, and to subscribe to, become a member confectioners and affect trades in any of their branches, to chines and precure information, consider, originate and support articles, and to this end to promote or oppose Bills in te to crate and manitain a public opinion favourable to the are alregether or in part similar to these of the Allianer.
- and to obtain from any such authority any rights, privilegeand concessions which the Albance may think it desirable to gi lo oner me accessment with an public authority that may some courts we to the Alleme's objects or any of them. obtom, and to carr out, evereise or comply with any such arrangements, rights produces and concessions.
- to proper result and other scientific work in connection with the inche-tre-.
- books, papers, parisalish 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 beaute of members of the Alliance. To prepare, out, print, publish, issue, acquire and circulate . - <u>-</u> =
- tries or any of them, and to acquire any patents or licences by members of the Alliance for any of the purposes of the indusrelating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation i) To encourage the decovere of and investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used

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

and to provide information of the character aforesaid to traders, whether members of the Alliance or not, and either the 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 prime engaged in the industries may have occasion to deal, gratuitonsly or otherwise.

members of the Alfiance collectively hold more than onetwentieth part of the capital or are entitled to more than onebe 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 incorporated or not incorporated, whose objects are similar manage, sujerintend, afford financial assistance to, or otherwise 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 To establish, promote, cooperate with, become a member of, act as, or appoint trustees, agents or delegates for, control, assist, any associations and institutions and other bodies. twentieth part of the distributable profits.

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. Ê

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

any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special one or more particular parts or sections of the industries or payment by such particular sections or members or groups of things whether affecting the whole of the industries, or merely To carry out and to do all or any of the above-mentioned members as may be expedient. 3

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, 3

promissort notes or other obligations or securities of the Minne, or by morgage or charge of all or any part of the perfect of the Minne.

4. To dear, make, arrept, embass, discount, execute and issue grounds reter, bills of exchange and other negotiable or transferable metropents.

is to nice of the near wood the Altane not innoclintely required in any the experience of the trade of investment for the time points of the next for the twenty with near the next for the next time to time be determined.

so he problem that he bear of no exchange, here he etherwise are no high and in particular and conjugation of the confidence of the problem of the confidence of the confidenc

of the case alternatives on a first case of the reputations of the contractions of the case of the formations

co to take oner the fullers of arm of the Manufacturing Some errors. Allegers, Lett. orelate document in the most be transfered for any or in the most better that he can be any or in the living realed. Allegers

The catables are suggested by the catabilithms and consultations of assetzences, mentioned, finals, trasts and consultation (catability of the few restrictions, finals, or catability of the few restrictions of such persons and towards to and the make parameters.

List provide the Minare to be registered or recognised in any part of the British Empire of m any foreign country or place.

ear To do all such other lawful things as may be incidental to or condition to the attainment of the above objects.

Provided always that nothing feven contained shall erpower the Allianse to cary on the business of the assurance, personal accident assurance intercentance or enployers hability insurance or the business of insurance within the meaning of the Assurance Companies Act, 1900, Section 1, or any Act amending extending or resenacting 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.

hers for the time being of the Council or governing body of the Allianor shall be chargeable for such property as may come into their property in the same manner and to the same extent as they would as myerty, is subject jointly and separately to such control or authority as if the Aliance were not incorporated. In case the Aliance shall take or hold any property which may be subject to any trusts, the Alliance ach manners of such Council or governing body have been if no incorporation had lyen 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 colucation over such members, but they shall, as regards any such shall only deal with the same in such manner as allowed by law having charge, of lease the same without such authority, approval or consert re ripts, neglects and lefaults, and for the due administration of such hands, and shall be answerable and accountable for their own acts, 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 ur/Minister of Education, the Alliance shall not sell, mortgage, as may be required by law, and as regards any such property the m. regard to such trusts

Se Se

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, homes or otherwise howsoever by way of profit, to the members of the Alliance.

faith of reasonable and projer remuneration to any officer or servant plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding live 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 and that no remuneration or other denesit 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 Provided that nothing herein shall prevent the payment in good of the Alliance, or to any member of the Alliance, in return for any greices actually rendered to the Aliance, or for any material, labour, salaried office of the Aliance or any office of the Alliance paid by fees,

- C-12 A V W T T T T

to any company of which a member of the tound or governing solven mery by a member believe for that one-hundredth part of its expetal, and members shall so the bound to account by any share of profits they may receive in vertical and such payment

Provided also the nothing herem shall prevent any member of the Misane whether is above it for tour it in not, from exercising any pacesses and makes—assing, acquiring and vending any articles and those in the order or context of his inverse for profit of otherwise under any here or present a new total any profit of the white and patents are perfectly any here is present the work of the my discovery, invention and patents are college, for the work, invention

5 No colleges references of the second states and the made to or in the registration of the time brink is second to the second s

H. H. Brighten and the control of th

# 

A Lorder for the first of the state of the restable forms which in cluming the restable for the state of the first of the

to the tigner of the vertices, the residence of the Alliania there entered and habitities, any grant colors after the second the sec

10, frue a counts field for fact of the sums of memor revived and expended by the Marker and the matters in respect of which such recepts and expenditure take place, and of the property, credits and liabilities of the Miance, and, subject to any reasonable restrictions

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, AMPRESES AND DESCRIPTIONS OF SUBSCRIBERS

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

Horn E Walke, Greenhank, Bristol, Chocolate Manufacturer.

SINIEN MARHN, 16, Eastcheap, London, E.C.3, Manufacturing Confectioner, JAMES BOYD, 15, East-freap, Landon, E.C.3, Manufacturing Confectioner.

Großer Manneson, Clarnico Confectionery Works, Victoria Park, London, E.S. Manafasturing Confectioner.

Ku harti Algerana Fry, Lever Street, London, E.C.1, Cocoa and the hartule Manufacturer.

Benjamin Spermin Rownirle, Cocoa Works, York, Cocoa and Chichate Manufachier.

Charge Educin Davies, Lewins Mead, Bristol. Manufacturing Confesioner.

Dated the 16th day of May, 1919.
Witness to the above signatures,
Argustus Somers Field Stevens,
9, Queen Street Place,
London, E.C.4.

THIS IS TO CERTIFY that this is a true copy of the point. A document to be submitted to the Extraordinary General Meeting of the Alliance on 16th June, 1895, in accordance with Special Resolution The

Periodent 18th Tany 1455

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

# Articles of Association

## ##

COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE LIMITEO

. Adapted by Special Resolution passed on 16th June, 1959

I. In the construction of these Articles the following swords and expressions shall have the following meanings respectively unless there he correlising in the subject-matter or context repugnant thereto.

- The Companies Act " means the Companies Act, 1948.
- " Month" means calendar month.
- "The Alliance" means the Cocus, Chocolate and Confectionery
  Alliance Limited
  - "The office" means the registered office of the Alliance.
- "The Council" means the council of management of the Albance.
- " In writing " and " written " include printing, lithography, and typewriting and all other modes of representing or reproducing words in visible form.

ဘ

## 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
- 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 mombers, 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.
- a member of the Alliance, but if any such furn 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.

A STATE OF THE PERSON

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 aforeasid may from time to time revoke the nomination of such member and, subject to the consent time revoke the nomination of such member and, subject to the consent place. Upon receipt by the Council of any such revocation such 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 member shall ipso facto cease to act or be entitled or recognised as a in his place shall, if duly approved by the Council, be and become a 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 aforesald.

shall be in writing signed by or on behalf of all the members of the firm 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 rive to the Council in writing full particulars of the nature of the lirm or association and its places of business, and in the case of a firm of the munes, nationality, and private address of each particulars when and as often as may be required by the Council.

In, 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 years in advance.

passed by a majority of two-thirds of those present and voting may, at 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 of such member's current subscription having regard to the unexpired to be a member of the Alliance at the time specified in such notice. to be a member of the Alliance at the time specified in such notice. 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 Provided always that no resolution passed in pursuance of this Article shall have any validity or effect unless the member whose membership shall have any validity or effect unless the member whose membership given a proper opportunity of attending and being heard at the meeting given a proper opportunity of attending and being heard at the meeting of the Council at which such proposal is to be considered.

IG. 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 of its becoming due, or in any case on the member ceasing to retain 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 the qualifications on the ground of which the member was admitted the chain payment of the full amount of any annual of the Aliiance to claim payment of the full amount of any annual of the member shall have become liable to subscription or levy which the member shall have become liable to

# 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 probut 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

٠,

23

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

other members of the Alliance, 15 representing cocoa and chocolate and 15 representing sugar confectionary. A director or principal officer of a corporation member shall be deemed to be a member for the 19. The Council shall, subject to the provision in Article 20(2), consist of the President and Vice-Presidents of the Alliance and 30 purposes of this Article. 20. (1) The 15 cocoa and chocolate representatives shall be appointed by Groups as follows: --

Number of

Cadbury Bros., Ltd., J. S. Fry & Sons, Ltd., Rowntree & Co., Ltd., The Nesthe Company Ltd., and Joseph Terry & Sons, Ltd. Grown -

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 & Z o, Ltd., Henry Thorne & Co., Ltd., and RIDGEOUS 62.cchan foods, thi, puris Chocolates, Ltd., Carsons, B. Beech's Chocolates, Ltd., A. J. Caley, Charles Bord, Ltd., A. J. Caley, Charles Bord, Ltd., Clarnico, Chocolat Tobler, Ltd., Clar W. & M. Duncan, Ltd., Whitefields, Ltd. .. Ordinary members manufacturing chocolate • : converture for sale Ordinary members manufacturing cocoa butter for sale ... 

Ordinary members manufacturing cocoa or chocolate, other than members of Group A or Group B.. (1)

English and Scottish Joint Co-operative Wholesale Society, Ltd. ... بئا

Associate members manufacturing cocoa or chocolate Ġ

appointed	Number of	Repre-	sentatives		亦	ဗ			ıo	<u>, , , , , , , , , , , , , , , , , , , </u>		c1	}	15	ļ
ll be					:	:	and	and		:	ıgar	:			
ives shal				ng:	:	:	licorice	r gums	sctionery	, Ltd.	oring so	:			
entat				tcturi	:	;	nges,	, clea	confe	ciety	afact	:			
(2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:—-		Members		annte		Is	loze	Elles Elles	neral	le So	man	•			
				Ordinary members manufacturing:	Boiled sugar goods	Toffees and caramels	Panned goods and lozenges, licorice and	cream paste, pastilles, clear gums and	chewing gum, general confectionery	Co-operative Wholesale Society, Ltd.	Associate members manufacturing sugar	confectionery.	•		
		Ground	•		<	В	ပ			<u> </u>	디				

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

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 £

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.

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. <u>@</u>

may not stand for election by more than one Group, and if Bach 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 Each nomination shall require to be seconded by another member of the same Group. A candidate 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. member belongs. ම

12

- 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. 5
- Notwithstanding Section 185 of the Companies Act, no member of the Council shall be liable to vacate office by resolution appointing or approving the appointment of any such member of the Council. 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 711, and it shall not be necessary to give special notice of any 20
- 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 election years in succession unless by special request of the Albance in general meeting. The Presidents must be manibuse of the general meeting each year. The President and Vice-Presidents for the Allunce or directors or principal officers of corporation members and shall be ex-officio members of the Conneil. Any casual vacancy in any 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 animal of the said offices may be filled by the Council.
- 22. The office of a member of the council shall is seducte be vacated?--
- 14) If he become banktupe or suspends payment or compounds with his creditors.
  - (4) If he is tourn! luratic or becomes of uncound mind.
- (c) If by notice in writing to the Council be resigns his office.
- and the Council pass a resolution that his office is vacated by (d) If he attends no meetings during a period of twelve months, reason of such non-attendance.
- (c) If he is requested in writing by all other members of the Council to resign.
  - (i) If he is prohibited from acting by any Order made pursuant to Section 188 of the Act.
- ig) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (h) If he reases for any cause to be a member or a director or principal officer of a corporation member of the Alliance.
- qualified person as a member of the Council to fill a casual vacancy howsoever caused. The person so appointed shall hold office until the 23. Subject as aforesaid the Council shall be entitled to appoint a 31st December next after his appointment, subject to Article 22.

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

13

# POWERS OF THE COUNCIL OF THE ALLIANCE

to invite any director of a corporation or any partner of a firm other than the representatives nominated under Article 7, or a representative 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 of an unincorporated association whether nominated under Article 7 or not, to attend its meetings in a consultative capacity but without The Council shall have sole control in regard to all matters relating 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 power of voting.

withstanding vacancies; and any such appointment or delegation may be made upon such terms and subject to such conditions as the local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may 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 gencies for managing any of the affairs of the Alliance, either in the Inited Kingdom or elsewhere, and may appoint any persons (being cither 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, authorise the members of any committee or local board to act not-26. The Council may establish any committees, local boards or and may fix their remuneration, and may delegate to any committee, variation shall be affected thereby.

# PROCEEDINGS OF THE COUNCIL

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 27. The Council may meet together for the despatch of business, members of the Council shall be a quorum. 28. The President, or failing him one of the Vice-Presidents (to be solected 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.

Carl Later Lines

29. The Council may at any time, and the Secretary upon the request of three members of the Council shall, convene a mosting 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 disnosited, 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 Kingtom at which all notices shall be served upon him, and all notices served at such address shall be desired to be well him, and all notices served at such address shall be desired 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 divisied 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 mosting of the Council.

the Council or by any meeting of the toundi 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 continued in office and was qualified to be a member of the Council.

### いはようとい

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

- the Of all appreniments of officers.
- (b) (1) 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 claimfan of such meeting, or by the chairman of the next succeeding meeting. Shall be receivable as prima face evidence of the matters stated in such minutes.

### 14:17

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.

0

# GENERAL MEETINGS

1

34. The Alliance shall hold a general meeting as its annual gentral meeting once in every year at such time (not being more than fiftern 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.

\$5. 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 lit, 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.

ganaral 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 served or deemed to be served, and hour of meeting, and in case of special 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 discntitled 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 reliring.
- (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.

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

10. Every meeting of the Minner 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 mosting shall elect a chairman from the members of the Council than present or, if none be present, from the members of the Althance present.

members personally present in the ase of a corporation, represented by its duly nonmated representative, and no business shall be trans-41. For all prayover the queening of a general meeting shall be five noted at any serveral meeting irrless the quorum requisite shall be present at the commencement of the bischess.

as nearly as practicable, and if at such adjourned moeting a quotini is not present shall be a quotum and may travent, these members who are present shall be a quotum and may transact the business for which the meeting was called. querum is not present, the meeting, it convened upon such requisition as aloresaid, shall be shooted, but in any other case it shall stand adjourned to the same day in the next week at the same time and place 12. It within hall an hour from the time appointed for the meeting a

shall be given as in the case of an original meeting. Sevens and occasion it shall not be necessary to give notice of an adjourner of or of the 4:3 The chaitman of a meeting, at which a quorum is present may with the consent of the necting tand shall it so directed by the meeting) adjustin it from time to the seal from place to place. When a meeting husiness to be transacted at an adjourned meeting.

14. Every question submitted to a meeting shall be decided in the first instance its a show of bunds.

Any meinther 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 rarried 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 proporor on a poll if his subscription is in arrear for the space of three months. demanded a declaration by the chairman that a resolution has been 45. No member shall be entitled to vote whether on a show of hands tion of the votes recorded in favour of or against that resolution. demand for a poll may be withdrawn.

46. Subject to the provisions of the next following Article, if a pull be 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 demanded in manner aforesaid, it shall be taken at such time and place, at which the poll was demanded.

9

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 poil, 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. Sabject as hereinbefore provided, every member shal, have one

51. Votes may be given on a pull 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 wote by its duly authorised representative as provided by Section 139 of the Act. A proxy need not be a member.

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 32 The instrument appointing a proxy shall be in writing under the none, then under the hand of some officer duly authorised in that behalf.

appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall 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 in the case of a poll not less than twenty-four hours before the time be valid after the expiration of twelve months from the date of its or office copy thereof shall be deposited at the office not less than fortyeighthours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, execution

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 54. A vote given in accordance with the terms of an instrument of meeting at which the proxy is used.

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

"The Cocoa, Chocolate and Confectionery Allianog

; ;

" a member of the above-named company

" hereby appoint

Jo.,

" and failing him.

jo

"to vote for me and on my behalf at the januard, or "extraordinary, or adjourned, as the case may be]

"general meeting of the Alliance to be held on the

" day of

"As written my hand this clay of

56. The instrument appointing a proxy shall be deemed to conferauthority to dermind or join in demanding a poll.

## K.COL.NTS

57. The Council shall cause true accounts to be kept of the sums of money received and expended by the Albance, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Albance, and of the assets, credits and liabilities of the Albance. The books of account shall be kept at the office or (subject to Service 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 bours.

59. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared, and 40 be laid before the Alliance in general meeting, such income and expend ture 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 .opy 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 acrordance 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 ir, the said sections.

### NOTICES

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 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.

Alliance, except whate 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 Saction no member of the acts. Council or other officer of the Alliance shall be liable for the acts. receipts, neglects or defaults of any other mamber or officer, or for any joining in any receipt or other act of conformity, or for any loss or joining in any receipt or other act of conformity, or for any loss or joining in any receipt or other act of conformity, or for any loss or joining to the Alliance through the insufficiency or deficiency of the Alliance or through the insufficiency or deviciency of any security of the Alliance or through the insufficiency or deviciency of any security of the armeys of the Alliance shall be invested, or in or upon which any of the armeys of the Alliance shall be invested, or for any loss or damage arising from the benkrupty, insolvency, or for any loss or damage arising from the benkrupty, insolvency, shall be deposited, or for any loss occasioned by any error of shall be deposited, or for any loss occasioned by any orror of the duties of his office or in relation thereto.

66. The provisions of Chuise 9 of the Momorandum of Association relating to the winding up or dissolution of the Albance shall ave effect and be observed as if the same were repeated in these Articles.

M.B. Malher

President

THIS IS TO LEATING THAT THIS IS A TOWN MARY IF AND PRINCIPLE OF THE Extremely General Principles of the Extremely General Principles of the Special Possession II

C.D.Mallax

16ge Jun 1955

Chairman of the m

Princial by W. P. Gestieth A Sons List., London and Builtons DUPLICATE FOR THE FILE.

No. 156562



### Change of Name

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

I Hereby Certify dat.

THE COCOA, CHOCOLATI AND COMPERCIONERY 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 word "Limited" being omitted by Licence of the Board of Trade)

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

Carers enceder any bancel cut lancebone, this

second

day of

August

Ones: ofference and refere boundheed and fifty Live

Registracol Companies.

Centille aller reverbrer fillittes)

1. 600

Date 6/6/56

861



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

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

THE COCOA, CHOCOLAGE 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

day

of

July,

19 55

1537

Co Mornethun

An Assistant Secretary of the Boark of

ninth

00.04.79

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

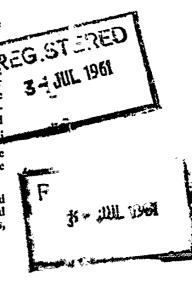
Special resolution adopted at the annual general meeting held on 1st June, 1961

### 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:
  - cocoa and chocolate and 15 representing sugar confectionery' and by substituting therefor the following figures and words, viz.: '31 other megabers of the Alliance, 16 representing cocoa and chocolate and 15 representing sugar confectioners
  - (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, YÏX.8
    - \* Cadbury Brothers, Ltd., J. S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nestle 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.





turiants.

THE COMPANIES ACT, 1948

Spr. 16/55

Memorandum and Articles of Association

OF THE

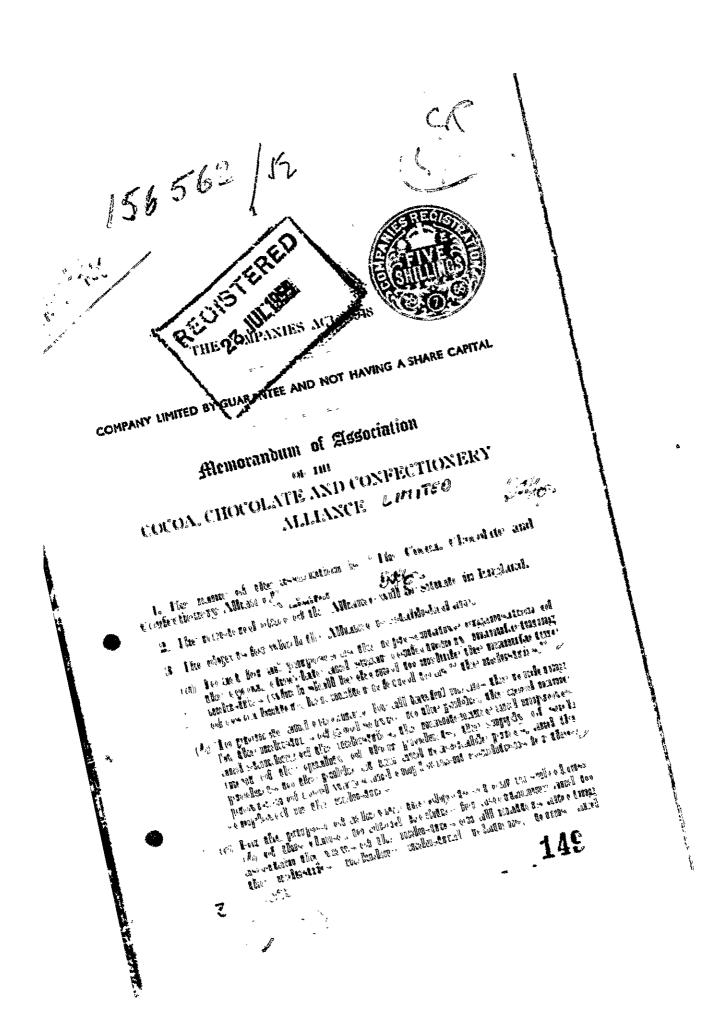
### COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

LIMITED

Differ.

COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL





experts, local and netional legislation and public relations, and to comment a consensus despetable forms to members, the Government and concesses at departments and other trades or authorities. conditions of employment, the supply of raw materials, production, is carelle, distribution, transport, prices, imports and स्तान्त्राम् इतिहास्य वहात् क्षित्रास्

to has equivable out to example on a equivoid of the confidence of the confiden fractorist of grounzers, beformation and erropes of an ellerge (leggles en gateler, kome and foregn market .

And For its note that the figure see that the first of the first seeking COUNTY SUBJECT SO COLOR OF SUBJECT OF SUBJECT SUBJECT

CO FOR BULLINGER TO SEL SORIE FOR CORRECT DATE IN MICH. A INCIDENCE OF THE LAW MICH OF THE CONTRACT OF THE CON Bee errore error errorantiants in problem errors to the property property for estiment and the continue energy of the present of the continue of the continu Missing in the contract session and the contract of the series of the contract કુમાર્થી કે માર્ચા છે. તે તે તે કે માર્ચા કર્યા છે. ઉભાગમાં માર્ચા કર્યા કર્યા છે. તે કુમાર્ચા પ્રાથમિક માર્ચા eder aller i ply f f g to plate supplede be the me of the Minner

ari è ec alterne feran are rece rateleasity any milita, privilezio. Ari con segre nels des de elec Allano e min chino, it desirable le the war and the core of the core of the contract with and the THE CONTRACTOR OF STREET, STREET, WISHEST BELLEVILLE CHARLEST STREET, WILLIAM والمادان والمادان والمراجعة المراجعة والمراجعة والمراجعة والمراجعة والمراجعة والمراجعة المراجعة المراجعة والمراجعة  By particle bearing the control extends of presenting week in commercials · 484 31 28 28 34 31

to prefer of the grante grantes and a contract the terms and entire is and his the case to excabilish and maintain a bureau of TO THE STATE OF SECTION SECTIO CONTRACTOR OF BUT BE SEED OF THE THE THE WAR IN THE SEED OF THE SE

les an sub-resolution. Alliances for ance of the purposes of the incluse ber a create of thesis, and to nequire any justicular or licenses nerby to an and invention, improvements or process and to engaire and regater any eligins or semblarification The state of the s .. here and the choses and a constant of the c

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

60

et 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 To establish and maintain a system of inquiries and records gratuit ask or otherwise. (1)

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, be given by the Alliance under the power of this or any other which distributes its profits amongst its members and in which members of the Alliance collectively hold more than oneincorporated or not incorporated, whose objects are similar to those of the Alliance or likely to be of value to its members: sub clause hereof to any association, institution or other body Iwentieth part of the capital or are crititled to more than oneprovided that no assistance in money or money's worth shall if To establish, promote, cooperate with, become a member of, (wentieth part of the distributable profits.

Alliance in the United Kingdom and elsewhere as may seem To establish, maintain, control and manage branches of the 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. E

To undertake and execute any trusts which may be conducive to any of the objects of the Alliance. (11)

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 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 members as may be expedient. 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, B

primisers and of other elizations is commer at the Allians, of the more than the character of the the contract of the contract

Los (Anges, sports, este organ, and beneat the experience of the state of the state

The first of the first of the first stands were the first shall be first first

Log gur hare, give open an er an er haller, him er uthermer generaler and generaler gur hare er uthermer all properties and my particular and contain the general gur er uthermer and general gur er uthermer er u

· Brokening of the Strate of Establishing Africa and the strategy of the strat

The profession of the profession of the profession of the manufacturing of the profession of the profe

the engineer of and engigets of and in the include, trusts and our only parts of and engineer of the first of the engineer of

Lopes in the Mighe to be to privide the modified in investigate of the Mighe to in the Design continues of place.

1. Les des all up is either handel change as user be up blemt. I to ex-

Proceed observation noticing it is in contained shall empower the Albane to carry on the business of life assurance, personal accilent assurance to memore occupied to the histories of the memore companies. Net, 1998, see then 1, or any Art amending extending or resembling the same or remarking the same or to remarking the same.

Provided also that the Alliance shall not support with its funds any unject 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.

shall not summed so impair any control of authority exercisable by the Clausery Drieson, the Charity Commissioners or the Minister of subject to the jurisdiction of the Charity Commissioners for England and Walstor of Education, the Alliance shall not sell, mortgage, charge of 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 Allance stall be chargeable for such property as may come into their lands, and shall be answerable and accountable for their own acts, property in the same manner and to the same extent as they would as sail members of such Council or governing body have been if no mengeneration had been effected, and the incorporation of the Alliance AND THE MINIMEN SECTION WITHINGTON, IN CASE the Miance shall take of bold any property who is may be subject to any trusts, the Alliance stait only deal with the same in such manner as allowed by law having tere news make to and defaults, and for the due administration of such bin ation over such members, but they shall, as regards any such property, be subject jointly and equately to such control or authority Provided abouthat in case the Alliance shall take or hold any property Yanua manima ;

S. C.

4. He means and property of the Alliance, whencesoever derived, shall be applied solely received the promotion of the objects of the Alliances of facts in this farmarable 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 goodt, to the members of the Alliance.

havment of interest at a rate not exceeding live per centum per annum. plant or power supplied for experimental purposes, nor prevent the of the Alliance or to any member of the Alliance, in return for any ATVICES actually tendered to the Alliance, or for any material, labour, 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 hereinby fore contained shall prevent any payment Provided that nothing herein shall prevent the payment in good lauth of reasonable and proper remunerasion to any officer or servant on money lent, or payment of a reasonable and proper rent for premises governing body except by way of repayment of out-of-pocket expenses denised or let by any member to the Albance, but so that no member of the Coursi or governing body of the Alliance shall be appointed to any 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 Alarive office of the Aliance or any office of the Aliance paid by fees,

~; r,

. . . .

1

Proceeds also that nothing borons shall process and member of the Milater, who for a rich miles of the formers, who for a rich makes a rich makes of the following and process a cast makes and the contract of the common for process as a cast miles and the contract of the following process of process of process of the contract of the following process of the makes of the contract o

of Are artifices, after researching as which for marks to see in the recallations continued to the the time being to take the continued to the time being to the continued to the time that the time the continued to the continued

63. Has regrete and both classes of this department is regarded in the constitution of the constitution of

Note the properties of the Nice of the same beautiful to the same in the same when the same in the sam

the manner, of the few states for the district of the state between the property of the states for the states of the states of the district of the states of

10. True accounts shall be kept of the sums of moner no erved and expended by the Alban e, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Albane, 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 ver the accounts of the Alliance shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or many properly qualified auditor or auditors.

We, the several persons whose names and addresses are subscribed, are designs of being formed into a company in pursuance of this Memorandum of Association.

# NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STINEY WINDSHIP PASCALL, 100, Blackfriars Road, London, S.E.1, Manutaining Confectioner.

Hire I. Waki R. Greenbank, Bristol, Chwolale Manufacturer.

STANLEY MAHIN. 16, Eastchap, London, E.C.3, Manufacturing Confedimer.

Junes Band, 15. Eastehrap, London, E.C.S, Manufacturing Confectioner.

CEARCH MAINIESON, Claimer Contectionery Works, Victoria Park, Landon, E. H. Mannachterne Confectioner.

Rehard Alleran Pry, Lever Street, London, E.C.1, Cocoa and Checlete Manufacturer.

Benjam's Sermin Rowsiner, Caus Works, York, Cocos and Charles Manhjudier.
George Editor Dates, Lewins Mead, Bristol, Manufacturing

Dated the 16th day of May, 1919.

Canfettinger.

Witness to the above signatures,

Actisity Somers Field Stevens, 9, Queen Street Place, London, E.C.4, Assislant Secretary.

ZAT stage of the AF 1.00 Some fee. 17.4 ž be swom that the givente on 1984 teat tres A155.47.0. × CERTIFY ¥ ; ¥ dosumerT 11. 15. the printers 4. : Oragani A 1. . . . .

THE COMPLETE OF THE WAY

COMPANY LIMITED BY GUARANTEE AND NOT MAYING A SHARE CAPITAL

### irricles of Association

# COLON CHESOLAIL AND CONFECTIONERY

SECTION WITH A STATE OF THE STA

I he has a sector has the action of his mile relativistic miles the sector of the sect

It contrates by mountain tomparement to the little

Allenter and the first that the three date until traditional traditional frequency and the first traditional frequency and tradi

. He can to be the the come it of management of of the Albands.

in writing and written in to be painting, hilography, and expension reproducing words in visible form

6

### 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 wherever and as often as it thinks
- 3 These Articles shall be construed with reference to the provisions of the companies Art, and terms used in these Articles shall be taken as laying the same respective meanings as they have when used in that Art
- 4 The Alliance is established for the purposes expressed in the Menu indum of Assaration.
- 5. The jerson's white names were entered on the register of members at the date of the adoption of these Articles and such other persons as Anii 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 Aliance.
- 6. The members of the Mhance shall consist o persons and corporate budges carrying on business as manufacturers of cocoa, cocoa butter, chacalate or 'yest confectioners, who have been elected as members of the Aliance in manner hereinafter provided, and shall be divided into the classes.
- (a) Ordinary members, being all members who pay the full sub-
- turnever sas the Council may decided is less than a figure to be trived by the Council may decided is less than a figure to be trived 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 many 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 it 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 Cemcil the

\*North. By special resolution dated 20th September, 1928, the number of members was increased to 500, and by a further special resolution dated 17th March, 1985, it was increased to 700.

드

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 mineorposited association which has nominated as its representative one of its member and, subject to the consent of the numerate and, subject to the consent of the Council of the Albane, member and, subject to the consent of the Council of the Albane, member and subject to the consent place. Upon receipt by the touch of any side representative in his place. Upon receipt he the total of receiption as a representative of such to a total of receiption as a representative of such to a sea attention and any person nominated in his place state, it duty appeared by the Council, be and the representative of such time of association in the place member and the representative of such time of association in the place of the representative whose nominated of the representative whose nominated as afterward.

9. All nonnections and reversions ments and in Articles 7 and 8 drall be in writing signed by or or debend of all the members of the firm or by the pre-about of charican and the weretary of an unincopporated association shall at the date of each non-or or other uninseparated association shall at the date of each nonnection give to the Council in writing full particulars of the nature of the names and the places of husiness, and in the case of a time of the name, naturality, and prevate address of cash in the case of a time of the names, naturality, and prevate address of cash particulars when and as often as may be required in the council

It Any corporation who has a normber of the Alliance may by resolution of its director or other governme body authorise such person as it thinks he to act as its representative at any maching of the Alliance and the person of authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could verice if it were an individual member of the Alliance.

11. No p rs-m or correction stall be admitted to membership of the Alliance unless an application for membership shall have been signed by him or it or on he or its behalf 12. The Constitution all case have absolute distribution in deciding whether any prison or cusposition shall or shall not be admitted to membership of the Alliance.

13. Any member may withdraw from the Allianor by giving notice in writing duly signed to the Secretary at least three months before the expiration of any financial war, 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 wear. 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.

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 lived by the Council, and shall retain a due proportion of su h member's current subscription having regard to the unexpired partian 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 active. Frowhel always that no resolution passed in persuance of this Article Stall have any validity or effect unless the member whose membership is in question has been furnishe, 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.

the The rights of any member shall be personal and shall not be transferable and shall case upon the member failing to pay the annual substription, or any levy duly made upon him, within three months of its becoming one, or in the case of a person on his becoming hunatic or of unsuand 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:

an 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.

(h) To elserve 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.

which the Alliance may sustain through any loss or damage default of such member or any representative of such number or any representative of such number, 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.

133

### COUNCIL OF THE ALLIANCE

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

15 representing sugar confectioners. A director or principal others of a corporation nonlike slight by denot to be a mouther be the other members of the Mhance. 15 representing coron and charolate and consist of the President and Vivedrackins of the Albane and M 19. The Council shall, subject to the processor in Article 20(2) with the same 20. (1) The 15 constant the star of some matrix shall be appointed by Grangs as follows TO LOWEN entatrics V. Collat. Lobber, Let. Clarowo, Etd., V. M. M. Dusan, Itd., Jameson, Nar., Ltd., Markor Product, Ltd., 1985, Mars. Ltd., Markov, Ltd., 1985, Ltd., Markov, Ltd., Nordkey, Ltd., 1995, 199 Anne a Co. List. W. > Shuttleworth & " Clarks Bond Led A J. Cales, Ltd. e, Lid. Bur Ingredele, Lid. and A Cadhury Boss, Ital. J.S. Pri. & Sons, Etd., Rowntres & Los., The North Comhan the and include from Rever led Same interest to the same of Ventage. Whitelell, Ltd. Group . Been Foots

(Februar member membernems cheedate conserne for sh Ordinary members manufactume essess استوريا حالا \_

Ordinary an infarts manufactiving coass of therelate, other than member- of (moup.) or Group B. 5 .. T

English and Scottish Joint Co-operative Wholesale Society, Lid. 124

Associate members manufacturing covost or chocolate ... ٣

Number of (2) The 15 sugar confectionery representatives shall be appointed by Groups as follows: sentatives 10 Assembly members manufacturing sugar eream paste, pastilles, clear gums and thewing gum, general confectionery. .. Panned goods and lozenges, licorice and to-sperative Wholesale Society, Ltd. Ordinary members manufacturing foffees and caramels Builed sugar goods confectionery Crown

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

12

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

The Serretary shall keep a register of members comprising each Group. Ŧ

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.

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. íc

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

12

Ų.

;**†** '\\$

- 17) The elections shall be made either at meetings of the Groups or by postal billet as the Council shall devide. The Council shall also have power to make rules governing such elections.
  - any personal tales, apable of being appropriate to member of the found treath tanding that he has arranged the age of reduited desining of depressing the appearment of any Notwithstanding Section 185 of the Companies Act, no remiter of the Council shall be hable to varate office by reason of its attaining of hasing attained the age of Mand m, and it chall not be received to sire elected nature of any and he averaging in the twee treater if ż
- time being chall reture at cach amount general meeting of the Albane. general me ungere have at the Present and Archtechents for the election proxibled that they shall not hold other for more than three meting. He Present and New Presents must be nemiers of the but, subject to such monutation as absessed, shall be climble for resears in succession indeed by special request of the Albance in general Allunes or the total of problems and enjoyeness members and Shall be excellence membered the Commit. And Cashal Cashwa in any 21. Thereshall be a fresh ne Heissan Tresuns, and so humber of Vice-Presidents of the Allanes as the Cours it shall determine, all of whom shall be nominated by the course he electron at the annual Is the want office a grad by pilled by the course at
  - 22. The other of a number of the tennologistic projects becaused:
- t. If the becomes bushinger of wishering parameters of compromises. with the epolitor.
  - dy if he is ferral liegath to become of imposite mind
- to It by notice in writing to the trained by respins he affect
- it li le attenden no meetings during a person of twelve menthaand the Council pass a resolution that he offer is vacated by reason of such non-attendance.
- to If he is requested in aritims by all other members of the Conneil to resign
  - (a) If he is probabiled from a tage by any cheber made pursuant a Vertical 18 at the Art.
- 2. If he is removed from other he a resolution duly passed pursuant to Section 184 of the Act.
  - If he cease for any cause to be a member of a director of 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 howswever caused. The person so appainted shall hold office until the 31st December next after his appointment, subject to Article 22.

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

# POWERS OF THE COUNCIL OF THE ALLIANCE

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

withstanding 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 local board, agency, manager or agent any of the powers, authorities and duties vested in the Council, with power to sub-delegate, and may dealing in good faith and without notice of any such annulment or 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 authorise the members of any committee or local board to act notappointed and may annul or vary any such delegation, but no person generes for managing any of the affairs of the Alliance, either in the United Kingdom or elsewhere, and may appoint any persons (being such committees or local boards or agencies, o. any managers or agents, and may fix that remuneration, and may detegate to any committee, 26. The Council may establish any committees, local boards or variation shall be affected thereby.

### PROCEEDINGS OF THE COUNCIL

may think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, three adjourn and otherwise regulate its meetings and proceedings as it 27. The Council may meet together for the despatch of business, 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 men the request of three members of the Council, In the case of a meeting consent at the request of three members the notice of meeting chairs and at the formation of the business to be discussed, and only largest of the formation of the business to be discussed, and only largest of the formation of the business to be discussed, and only largest of the formation of the majority of members present at such meeting. In the vertex of the majority of the formation of the formation of the formation of the formation that the formation of the formation that it may be meeting of the formation that it is patiented a meeting of the formation.

30. All a tychne by any permit of the tomalor by a committer of the Comed shall notwithstanding that it shall be afterwards discovered that there was some defect in the appaintment or command in other of the Comed or such committee or personal or committee or personal or committee or personal or committee or personal or committee of personal or requirement or that there or any of them were dealered by the that there or any of them were dealered to be comed or that the tenned or memory of the tomed.

### 

SI The Course will care reserve to be difficultive in books provided for the purisher.

- (3) (9) the names of the members of the conneil present at each meeting of the Council, and of any committee of the Council.
  - or Of all resolutions and proceedings of general mornings and of meetings of the Comedianel committees.

32. Any such mantes of any nosting of the team if or of the evanmittee, or of the Alkanov, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting. Shall be receivable as permer have each not of the matters stated in such minutes.

33. The Council shall provide for the safe austody of the scal, and the scal shall in ver be used every 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 scal is affixed, and every such instrument shall be counter-igned 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 lifteen 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.

38. The Council may, whenever it may think lit, convene an extraordinary year ral meeting, and extraordinary general meetings shall also be convened on such requisition or an default may be convened by such requisitioned as provided by Section 132 of the Act. Are I wenty-one day, notice in writing at the least of all annual general invertings and of all invertings called for the passing of a special resolution, and fourteen day, notice in writing at the least of all other veneral invertings exclusive both of the day when the notice is served a decined 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 auditor, 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 academial only-son to give any such notice to or the non-recept of any such notice by any person entitled to receive the same shall not invalulate any resolution passed at any such meeting.

## PRO EEDINGS AT GENERAL MEETINGS

- 89. The business of an animal general meeting shall be:-
- ing To receive and consider the accounts, the balance sheet and the regents of the come il and the auditors.
- (b) To elect a President, Honorary Freisurer and Vice-Presidents in the place of those retiring.
- (c) To appoint an auditor or auditors and fix his or their remuner-
- ad) 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 ur bring before an annual general meeting he shall give twenty-four days written notice thereof to the Secretary.

40. Every meeting of the Albanic shall be president over by the President or, failing him, a Vice-President and it methor 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 Albanic present.

all for all purposes the quorum of a general meeting shall be two members personally present of in the vasced a corporation, represented by its duly nonmated representations and no business shall be trained the time and at any general meeting unless the question requests shall be present at the common negative dusiness.

42. It within half do from the time appealing by the inectine, a queetin is not present the insertine it conversed upon such requisition as above, and, 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 nor in the dissolvent which as practical and a distribute a quoting not present, these members who are present shall be a quotinn and may transact the barness for which the inecting was called.

as the chairman of a necture at which a quotum is present may with the consent of the no time and shall describe tells by the meetings adjourn a from time to time and from place to place. When a meeting is adjourned for thirty class or more notice of the adjourned meeting shall be given as in the case of an engined meeting. Save as aforesaid a shall not be necessar to give notice of an adjournment or of the business to be trained to a adjournment or of the

44. Livers question submitted to a presting shall be decided in the first instance by a shew of hands.

45. No purply refall by entitled to vote who not on a show of hands or on a pall if his subscription is in arrest 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 declaration of the result of the chairman that a resolution has been carried or lost or arrest or not carried by a particular majority and an entry to that other in the minute lawk of the Alliance shall be conclusive evidence of the fact without proof of the mumber 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.

9

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

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

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

### VOTES OF MEMBERS

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

51. Votes may be given on a poll either personally or by proxy. On a slow 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 Art. A proxy med not be a member.

52. The instrument appearing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if sech appearer is a corporation under its common seal, if any, and, if now, then under the land of some other duly authorised in that behalf,

53. The instrument a pointing 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 the person named in the instrument proposes to vote, or in the case of a pull not less than twenty-four hours before the time appointed for the taking of the pull, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall not be treated as valid. No instrument appointing a proxy shall excution.

54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwith-tanding 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.

£11.12 55. Any instrument appearing a prove shall be in the following form or as mar there as encountaines will admit

The trace thanklas and traffellering Allang \_\_\_\_ :

Mittariefe fram Erinteffente, aufemater iffe gen f befriebite be

her he appears

indiantal allement THE REPORT OF THE PARTY OF THE A LAND MALE THE AND PARTIES OF THE ALL MALE THE printing sign in affer in bei ber ber ber ber ber ber bet bei beit beit beit beit beit 

\*\*\* 一一一 化二十二十二 一一一一一一一一一一一一一一一一一 

2

THE PARTICULAR SECTION OF THE PROPERTY OF THE PARTICULAR TO CONTINUE OF THE PARTICULAR SECTION O genit er mittelle bereit der er ereit og bereit er ein bereit er ein ber genit better bereit bereit bereit ber

### 一十七日

properties which is not be processed in the control of the plane, of all sales and processed in the second control of the second con 37. The tengent of the and the green there, and the matter in the or cultives to be being the table to at the beat place of the training of a second flat to the father that the second second in the second tinger tie it ten tienen ber et ebe e sitte if frager ascientie eball ned bethe tree it has be be be be to be be to the term be be be white because of secondaries are after in the party of the companies of the work that the other of the entire of with the specification of the field of the state of the s

is the members, and subject there so be account and books shall be eyes, by their ingestion, it all terreside mines dumin bushess. and lands of the Afface or exceed the new shall be examine the inspections estable estimatestable the continuent month is a sentiment IN the Alleger of the tal new ting has their time for a simplem.

ladance shots, troup over both at anti-cold by acts as are reforted to in these sections. 148. Isu and 157 of the Act of the perpaired, and to be land before the Alking emgeneral meting so however, well-spendime accounts. So. The team of Sails hear time bettine in accordance with 24 tions

Mianre 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 (A), A copy of every balance sheet including every document required by law to be annexed thereto) which is to be laid before the or fitted to reserve notices of general meetings.

얺

ance with Sections 132, 133 and 134 of the Companies Act. or any statuters mostle ation thereof for the time being in force, the first general meeting being treated as the statistory neeting, the Council lame treated as the directors, and the members being treated as the 61. Androns shall be approinted and their duties regulated in accord-San helders mentioned in the said sections.

### XOLFE'S

namer, sectors of other office all one that the envelope or weight containing the notion was so addressed and justed shall be ported as a prefairl hiter. A certificate in writing signed by any (2) A notice may be served by the Alliance upon any member either propally or la suching it through the post in a prepaid envelope or stapped addressed to such member at his registered place of address. Any finance and by past stall be decorded to law beconserved on the day poly-wing that on who halve any depressivate personation of the same is envelope of wispiper, containing the notice was properly addressed and I should and in province to wave out shall be sum tent to prove with west eventure through

same, and be given to the Secretary or be left at the office addressed to Migric every where edierwise specifically provided, shall be sufficient if the same he signed by the person or persons giving or making the an between the hours of 10 in the foreneon and four in the afternoon of any working day, everydung Saturday, or he forwarded to him at arth office by past prepail, and every person giving or making such nether or application shall be entitled to require an arknowle dement by K. Ever notice of apple effon to the Come il or the Secretary of the the Serverary of the teacht of such notice or application.

### NUMBER

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 Alliance shall be indemnined 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, 64. Subject to the provisions of the first of the Act every member of the Council, manager, secretary and other officer or servant of the 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 receipts, neglects of defaults of any other member to other, or for receipts, neglects or defaults of any other member to other, or for fonting in any receipt or other act of conformity, or for any loss or joining in any receipt or other act of conformity, or for any loss or joining in any receipt or other historial in such that is any property assumed by order of the combine real loss or other historial in or upon why hand of the members of the Allians or the insulation of the any loss or demander of the members of the Allians of defaults of the members of the members of the members of the any loss of the members of the members of the form the bankings, or moderned of the form of the any loss of the first of any loss of the first of the dutter of his other of median his part in the real of any other of the dutter of his other of median thereto.

166. The protocolor of Claim is of the Nemerablian of Newtated feeling to the nation up of the dather of the Mister shall have the total be therefore to the fiber of the same were reported in these Mules.

### Mar

President

THIS IS TO CERTIFY And This is a true copy of the granding december the granding december the granding december the granding that the contract the granding that t

Chairm of the

1984 June 1935 Philids W. P. Suffer Street Lister and Desired

156562 /64 (1) All 1)

f 60.25

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 DEC1964

(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 alsered in the manner following, viz:—

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

"(r) To break the moneys of the Altiance not immediately required for its purposes in or upon such investments, securities or property as may be thought lit, subject nevertheless to such conditions (if any) and such compants (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 Memorandom of Association

B., M. & CO., LTD. \$77459.\*

REGIOTRATION OF THE PROPERTY O

PROPERTY SET OF A SECOND SET OF A SECOND SEC

-05 CONSTRUCTS LONGON, ECQ

1.1

156662/65

THE COMPANIES ACT, 1948

Company limited by guarantee and not having a share capital

Alemorandum and Actives of Elssociation

OF THE

COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE

It to said to 1

EL AUCK)

SIROS THE COMPANIES ACT, 1948

DEC 69

THE COMPANIES ACT, 1948

LEGISTRATION

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

instrumenty trades

### Memorandum of Association

OF THE

### COCOA, CHOCOLATE AND CONFECTIONERY

ALLIANCE

26MAY .. 65

we ded the second Resemble no passed on the 16th June, 1953 and the other, 1964.)

 I The name of the association to The Cocoa, Chocolate and conferences Alliance lamited.

- 2 The registered office of the Alliance will be situate in England.
- 31 The objects for which the Alliance is established are:-
  - In 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 on on butter), becommanded telegrad to as "the industries."
  - To promote and encourage by all lawful means the rendering to 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 protuction of good wages and employment conditions for those employed in the industries.
  - For the putpose of achieving the objects set out in sub-clause of the clause to afford facilities for ascertaining and to ascertain the news 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

the Water was classed to The ton a the late and questioner will be name of the Water was classed to The ton at the late and questioner will be on the late and questioner will be on the late and the late of the

-2-6-MAY 1965

exports, local and national legislation and public relations, and to communitie such views to members, the Government and isovernment departments and other trades or authorities, organisations and persons.

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

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

Confectionery and allied trades in any of their branches, to confectionery and allied trades in any of their branches, to diffuse and produce informations, consider, originate and support diffuse and private in the manufacture of confectionery and cognition articles, and to this end to promote or oppose Bills in articles, and to be bounded on propagations, 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.

may seem conducive to the Alliance's objects or any of them, 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 and concessions which the exercise or comply with any such obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions.

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

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

the nature and merits of, inventions, improvements, processes, the nature and merits of, inventions, improvements, processes, the nature and designs which may seem capable of being used 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 increases, relating to any such inventions, improvements or processes, relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purpoves, with a view to marks, whether for general or special purpoves, 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.

1

(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, persons engaged in the industries may have occasion to deal, and it provide information of the character aforesaid to and it provide information of the Alliance or not, and either gratuitously or otherwise.

of cestablish, promote, cooperate with, become a member of, act at, or appoint trustees, agents or delegates for, control, act at, or appoint trustees, agents or delegates for, control, assist, any associations and institutions and other bodies, assist, any associations and institutions and other bodies, to those of the Alliance or likely to be of value to its members: to those of the Alliance or likely to be of value to its members: be given by the Alliance under the power of this or any other build distributes its profits amongst its members and in which which distributes its profits amongst its members and in which twentieth part of the capital or are entitled to more than one-twentieth part of the distributable profits.

(w) To establish, maintain, control and manage branches of the Aliance 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.

things whether affecting the whole of the industries, or merely things whether affecting the whole of the industries, or merely one or more particular parts or sections of the industries or 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 any of them; and, in the case of work not affecting the whole of the industries, to make such arrangements as to special 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

١

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.
  - (1) To invest the manage 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 is herrinalter 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, pland, buildings, workshops, factories, laboratories, machinery, pland, apparatus, appliances, and any rights or privileges necessary or convenient for the purposes of the Albance, and to construkt, erect, after, improve and maintain any buildings which may be from time to time required for the purposes of the Alliance, and to manage, develop, sell, demae, 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.
- (i) To pay all expenses estimmary or incidental to the formation of the Alliance and its registration
  - (u) To take over the habilities (if any) of the Manufacturing Confectioners' Albance, Ltd., and also any of its ascets which may be transferred to and may be havfully vested in the incorporated Albance.
- (v) To establish and surport or aid in the establishment and support of associations, institutions, funds, trusts and convenences calculated to benefit employees or temployees 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.
  - (a.) 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.

ķ

or hold any property which may be subject to any trusts, the Alliance by the Chancery Division, the Charity Commissioners or the Minister of Education over such members, but they shall, as regards any such as if the Alliance were not incorporated. In case the Alliance shall take shall only leaf with or invest the same in such manner as allowed by property, be subject jointly and separately to such control or authority 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 recepts, 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 unpair any control or authority exercisable Alliance shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, charge, or lease the same without such authority, approval or consent Provided also that in case the Alliance shall take or hold any property : "Lect to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, the Alliance shall not sell, mortgage, law having regard to such trusts.

4 The income and property of the Alliance, whencesoever derived, shall Le applied sulely 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 fath of reesonable 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 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 on money lent, or payment of a reasonable and proper rent for premises of demised of let by any member to the Alliance, k. so that no member of the Council or governing body of the Alliance shall be appointed to any the Council of shall be given by the Alliance or any office of the Alliance paid by fees, salaried office of the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the rate aforesaid on money lent or the payment of a 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 ceurse 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 a sets of the Alliance, in the event of the same being wound up during the time high 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 labilities, 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 of the Alliance, and which shall prohibit the distribution of its or least as great as is imposed on the Alliance under or by virtue of least as great as is imposed on the Alliance under or by virtue of least as great as is imposed on the Alliance under or by virtue of least as effect cannot be fiven 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 Chur sale Manufacturer.

BENJAMIN SEEBOHM ROWNTREE, Cocoa Works, York, Cocoa and

Chocolate Manufacturer.
George Educid 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, F.C.4,
Assistant Secretary.

Cortified a true copy of the Memorandum of Association of Last Cortified a true copy of the Memorandum of Association passed of the Sandarandar 1964.

......

### THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### Articles of Association

OF THE

COCOA, CHOCOLATE AND WIFECTIONERS

ALLIAN

(Reprinted as in force on ' | st 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, Chochate and Confectionery Allian. Lenited.

" The offer " 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 = Ry a Special Resolution passed on the 16th June, 1935, the name of the Minance was changed to "The Cocoa, Chocolate and Confectionery Alliance" the word "Limited" being omitted by Licencefol the Board of Trade

•

156562/71

THE COMPANIES ACTS 1948 to 1967

theme.

### 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

FUE 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 cocon 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:

Growp	Members	Number 0] Representatives
٨	Cadbury, Ltd., J. S. Pry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Nostle Company, Ltd., Rowntree & Co., Ltd. and Joseph Terry & Sons, Ltd.	7
В	Ordinary members manufacturing cocoa or chocolate, other than members of Group A	4
С	Ordinary members manufacturing chocolate converture for sale or cocoa butter for sale	3
D	Associate members manufacturing cocoa or chocolate	1
		15

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

Group	Members Ordinary members menufacturing:	Number of Representatives
Α	Boiled sugar goods	4
В	Toffees and caramels	3
С	Panned goods and lozenges, licorice and cream paste, pastilles, clear gums and chewing gum, general confectionery	6
D	Associate members manufacturing sugar confectionery	$\frac{2}{15}$

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

16/ Dephan

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.l. 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:-

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. Any casual vacage in any of the said offices may be

156562 11 THE C

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 Cons Albance Limited 4
  - "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.

\* North-Hy a Special Revolution passed on the 16th Junt the Alliance was changed to "The Cocra, Circolate and the the word "Limited" being omitted by Licence of the Design

Lichardo Belles

### 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 Alkance, 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 he 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

<sup>\*</sup>Note:—By special resolution dated 20th Sei-tember, 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 jacto 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 i each partner, and thereafter shall give such particulars when and 2 are 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 chase 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 C uncil 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 hy-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 cocca 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 cocca and chocolate representatives shall be appointed by Groups as follows:

	Group	Hanbers F	Number of tepresentatives		
	٨	Cadbury, Ltd., J.S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Mars, Ltd., The Mostle Company Ltd., Rowntras & Co., Ltd. and Joseph Terry & Sons, Ltd.	7		
	<b>b</b>	Ordinary newbers manufacturing cocca or chocolate, other than members of Group A	4 4		
	c	Ordinary members manufacturing chocolate converture for sale or cocoa butter for sale	3		
	D	Azsociate members manufacturi cocca or chocolate	ng 1.		
		,	15		
) U	(2) The 15 sugar confectionery representatives shall be appointed by Groups as follows:-				
	Group	Mombara	* Number of Representatives		
	Ordinary mombars manufacturing:				
	λ	Boiled sugar goods	4		
	В	Toffees and caramels	3		
	C	Panned goods and lozenges, licorice and cream paste,	1 6		

pastilles, clear gum, general

confectionery

6

15

- (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 Decamber in each year. The elected members shall hold office from 1st January to 31st December (both inclusive) of the following year.
- right to nominate one candidate for election to the Council as the representative or one of the representative of one of the representative 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 vecate office by reason of his attaining or having attained the age of 70 and any parson 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 previded 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 igso facto be vacated:-
  - (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
  - (it) If he is found lunatic or becomes of unsound mind.
  - (a) If by notice in writing to the Council he resigns his office.
  - (d) If he attends no mentings 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 numbers of the Council to resign.
  - (£) 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 remolution duly passed pursuant to section 164 of the Act.
  - (h) If he ceases for any cause to be a number or a director or principal officer of a corporation number 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 howsonver 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 to 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—the provisions of any Acts of Parliament for the time being in lone. 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 Affaince, 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, arency, 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 not-withstanding 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 Comail may meet teacther for the desputch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit, and may deter me the quotum necessary for the transaction of the second charles determine, three amenders of he senicil shall be a quotum.

28. The Parish of Janley him one of the Vice-Presidents (to be selected by the of the Council President of the Council 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 Alhance, 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 facte evidence of the matters stated in such aminutes.

### 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 MELTINGS

- 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 retuing.
  - (c) To appeart 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 sub-cription 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 slow 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-eighthours before the time appointed for holding the meeting or adjourned meeting at which the person main d 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 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 notwithst unling the previous death or insantly of the principal or reversition of the proxy or of the authority under which the proxy was exceeded, provided that no intimation in writing of the death, institute or revocation confidenced shall leve been received at the office before the commensement of the meeting or adjourned meeting at which the proxy is read.

·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 reging of the Alliance to be held on the
"day 6; , 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.
- 59. 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 there to such accounts and books shall be open for their inspection at all reasonable times during besiness hours.
- 59. The Council chall 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 Albance in general nosting, such income and expenditure accounts, balance sheets, though accounts (if any) and reports as are referred to in those sections.
- "None By a Syriad Readour is passed on the 16th June, 1955, the name of the Affinness was the cold for The Constant of the content sizely Maurice" the world "Lamited" begins a soundful by I accomed the Second of Irade.

- 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 Ailiance, 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

of the Council, manager, secretary and—ther officer or servant of the Alliance shall be indemnited by the Alliance against, and it shall be the duty of the members of the Conneil, out of the funds of the Alliance, to pay, all cests, losses and expenses, including travelling expenses, which any such effect or servant may incur or become liable to by reason of any contract entered to be 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 provisiers 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 CONFUCTIONERY 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 maone words:
  - (B) by deleting from paragraphs (1) and (2) of Article 20 the word "Ordinary" wherever it appears;
  - (C) by deleving from paragraph (1) of
    Article (0) the words "Associate
    members manufacturing cooss 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.

156562/48

FILED UNDER SECTION & OF THE EUROPEAN COMMUNITIES ACT, 1972.

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 Artishes the following words and expressions: All have the following meanings respectively unless these be sometimes by the bulger constant or context repugnant thereto
  - "The Companies Att " means the Companies Act, 1948.
  - " Month" meas, scalendar month.
  - "The Alberta " times the forms of the color bearings and Countries and Countries."
  - " The office " recare the registered charact the Alliance.
  - " The Council " to make the count days management of the Albanee
  - "In writing " and " write it " n \_ i 's granting, little graphy, not typewrite, and allowers not receive greenlying or reproducing words in visite from:

28 JUN1974

#### HEMLERS

- 7. For the purpose of registration the number of members of the Alliance has declared to be 130°, 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.
- w. 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 occas, cooks butter, checolate 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 meminate one of its members to act as its representative, apply in its reme for numbership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for rembership shall be subject to the same rules and regulations concerning elections and otherwise as any purson not to monimated, and shall, If elected, become and be a member and have the same rights and be subject to the same limitlities and incidents as any person not so monimated, subject, bowever, to the provisions of Article 8. The firm or other unircorporated association shall deposit with the Council the

<sup>\*</sup> hoter - by special r Mution Saled I'm Testerier, Rain the number of renters and occased to 50%, and by a first or special resolution dat i little March, 1985, it was increased to 700.

- nomination of such applicant for not 'ership and shall give all information that may be reasonably respected by the Council regarding such applicant.
  - 8. A firm or other unincorporated association which has nominated as its representative one of its members as absressed may from trace to time revoke the remination of such member and, subject to the consent of the Council of the Allamace, removate another representative in his place. Upon to our by the Council of any such revocation such member shall of a page to use to use to learn the entitled or recognised as a representative of such te m or a sociation, and any person nonmated 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 reverations mentioned in Articles 7 and 8 shall be in writing speed by or or behalf of all the members of the frem or by the president or changing self-desecretary of an unincorporated association. Let heach term or other unincorporated association shall at the date of each normation give to the Council in writing full particular of the nature of the furn or association and its places of loraness, and in the case of a firm of the natures, a strongly, and private address of each partner, and thereafter shall give such particulars when and as often as may be required by the Council.
  - 10. And composition which is a member of the Alliance may by resolution of its directors or other governing body authorise such person as at thirds fit to act as no represent case at any occurred the Alliance and the persons to authorised shall be entitled to exercise the same powers or locally of the corporation who has be represented a that corporation could be entitled to exercise a that corporation could be entitled includes of the Alliance.
  - II. No person or corporation foll to set the Amendmenting of the Alliance wells a an apply on the for metals action shall have been expected by him each or on have a set behalf
  - 19 The Constitution of the difference of the state of the constitution in the sitting of the constitution of the constitution
  - वित श्री के क्षिण के कार्य के कार्य के कार्य के कार्य के कि कार्य के कि कार्य के का

- 14. Upon the retirement of any member by notice as stated in Articl 13, the member shall not be entitled under any conditions to any repayment of any sub-criptom 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-thards 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 Jernal for which it is paid, and such member shall cooke 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 pages ed 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 transfered le and shall estate union 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 lunation or of unsound mind, or in any case on the member ceasing to retain the qualitizations on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Albance 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 skall 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 Articlation and all the by-laws, rules and regulations of the Alliance for the time being in force.
  - (c) To pay and make read 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 rembers 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 confectionary. A director or principal officer of a corporation member shall be deemed to be a member for the purposes of this Article. Lotwithstanding 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 cocon and chocolate representatives shall be appointed by Groups as follows:

Group	Hambers	Humber of Representatives
<b>A</b>	Cadbury, Ltd., J.S. Fry & Sons, Ltd., John Hackintosh & Sons, Ltd., Hars, Ltd., The Restlé Company Ltd., Rowntree & Co., Ltd. end Joseph Terry & Sons, Ltd.	7
3	Hembers manufacturing goods or chocolate, other than members of Group A	ŧ
C	Hembers manufacturing chocola converture for sale or cocoa butter for sale	te 3
D	Such members manufacturing cocca or chocolate as the Alliance shall from time to time determine by ordinary resolution	1
	-	15
shall b	(2) The 15 sugar confections be appointed by Groups as follows	my representativ
	Meshers	Number of

Group Hembers Number of Representatives

#### Hembers sanufacturing:

A Boiled sugar goods &

B Toffees and caramels 3

C Panned goods and lozenges,
licorice and cream paste,
pastilles, clear gum, general 6
confectionery

Ä

ij

Such members ranufacturing sugar confectionery as the Alliance shall from tire to tire determine by ordinary resolution

D

75

- (3) For the purpose of election the representatives of the Troups credited in term manipropus (1) and (2) each rember of the Group shall have one vote for each representative to be elected.
- (4) The Secretary shall keep a register of rembers 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 corposition of the Groups listed in paragraphs (1) and (2) of this Article.

- (5) The Group elections shall take place and be completed before list lecember in each year. The elected nembers shall hold office from 1st January to list 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 Gouncil as the representative or one of the representatives of each Group to which such rether belongs. Each nomination shall require to be seconded by another number of the same Group. A candidate may not stand for election by more than one Proup, and if an individual is nominated as mandidate for two or nore Troups he must elect for which Broup he will stand and withdraw his candidatures for other Groups.
- (7) The elections shall be made either at restings of the Groups or by postal ballor as the Council shall decide. This Council shall also have power to make rules governing such elections.
- (8) Notwithstanding Section 185 of the Companies Act, so manks of the Council shall be liable to varate office by reason of his attaining or making attained tra age of 70 and any person shall be tapable of heing appointed as a reaber of the louncil notwithstancing that he has attained the age of 70, and it shall not be necessary to give special actice of any resolution appointing or approving the appointment of any such neader of the Council.
- 21. There shall be a Fresident, Monorary Treasurer, and such number of Vice-Presidents of the Miliane as the Souncil shall determine, all of whom shall be not instead by the Jouncil for election at the actual forers! meeting each year. The President, Vice-President and unnorary Pressurer for the time meior shall be the each annual general meeting of the "12 state but, muljest to such normation as aforesaid, small be eligible for re-election provided that the Ercsident and

.

THE PARTY OF THE P

- (7) The decisions shall be reade either at mentions of the Groups of the period half to a the term of Mall decision. The Council shall also have peace to make rules poveriong such elections.
- (b) Notwithstanding Section 185 of the Companies Act, no metaber 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 a quable of being appeared as a member of the Council netwirk stacking that he has attained the age of 70, and it shall not be not essay to give special notice of any resolution appointment of approximg 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 Albaner as the Council shall determine, all of whom shall be nonmoted by the Council for election at the annual general meeting can began veat. The President and Vice Presidents for the time being shall retire at each annual general meeting of the Albaneo but, subject to seal, normation an atoresaid, shall be eligible for the election provided that they wall not hold office for more than the graits in succession urless by the fall request of the Albaneo in that I meeting. The President and Vice are adorted must be members and Albaneo or directors or principal others of corporation members and shall be ex-officions in most of the Council. Any casual vacancy in any of the said offices may be falled by the Council.
  - 22. The office of a more be ref the connects hall up a facto be vacated ---
    - (a) If he becomes tankrapt 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 mentlis, and the Council pass a resolution that his office is vacated by reason of such non-attentiance.
    - (c) 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 of principal efficer of a corporation member of the Alliance.
- 24. Subject as aforesaid the Council shall be entitled to appear a qualified person as a member of the Council to this a casual vacan, a 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 dalegate 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 not-withstanding 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.

3 160

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 disqualized, he 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 purposes—
  - (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 Allance, if purposting to be started by the charman of such meeting, or by the charman of the next succeeding meeting, shall be receivable as from factorisations of the matters stated in such numbers.

#### SEAL

33. The Council shall provide for the safe custody of the scal, and the scal 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 scal 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 lifteen 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 returing.
  - (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 dusiness transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. If any member her 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 Albance 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 Albance 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 nonmated 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 require 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 quotum is present may with the consent of the meeting and shall if so directed by the meeting adjoint it from time to time and from place to place. When a meeting is adjointed for thirty days or more, notice of the adjointed martine shall be given as in the case of an original meeting. Save as aforesart shall not be more or to give notice of an adjointment or of the business to be transacted at an adjointed meeting.
    - 44. Every question submitted to a meeting shall be decided in the first instance by a show of Lands.
    - 45. No member shall be restrict to vote whether on a show of hards or on a poll if his substantial to 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 shall ed hands. Unless a poll is so demanded a declaration by the challeman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that eiter in the number 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 insurer, as the charman 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 pall, the chairman of the meeting shall be cutitled to a second or casting vote.
- 49. The demand of a pull 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 attentity 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 the real shall be depented 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-fear 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 notwith standing the preview death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, proxibed that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commensument 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-

"In the Costan, Chocolate and Confectionary Alliance Limited."

"of
"a member of the above-named company"
"bereby 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."

53. 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 with 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 it and shall at all times be open to the inspection of members of the Council. Proper accounts shall not be desired 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 increase may from time to time impose reasonable restrictions as to the trust and manner in which the accounts and books of the Alic age or any of them shall be open to the inspection of the members, and subject thereas 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 in time and expenditure accounts, balance sheets, Group accounts (if any) and reports as are referred to in those sections.
- \* Note —By a Systial Resolution pass: I on the 16th June, 1955, the name of the Alliance was charged to "The Cooks Charolate and Confectionery Alliance" the word "Limited" being control by Licenze of the Read 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 dear 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 alternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepard, 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.

#### INDENNITY

61. Subject to the provisions of Section 205 of the Act every member of the Council, in major, secretary and other officer or servant of the All ance shall be made provided by the Mirance against, and it shall be the duty of the members of the Council, out of the funds of the Alliance, to pay, all costs haves and expenses, including travelling expenses, which any such council or security may including travelling expenses, which any such council of a security may include or become hable to by remain of any content cost sed increasant or thing done by him and officer or servant or in any way in the discharge of las 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 receipts or other, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Alliance through the insultrance of of title to any property acquired by order of the Council for or on behalf of the Alliance or through the insulfacency of determiny of any security in or upon which any of the moneys of the Alliance shall be invested, or for any loss or damage arrange from the bankruptcy, insolvency, or tortious act of any person who action any moneys, securities or cheers shall be deposited, or for any loss occasioned by any error of judgment or oversacht, ornessed or default on his part, or for any other loss, damage or mytortune wherever which shall happen in the execution of the dates of his office or in relation thereto.
  - 66. The proviseurs 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.

STONE HOUSE, •
128-140, BISHOPSGATE,
LONDON EC2M 4HY

## 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. Smee, G. G. Boxell, G. W. C. White, P. Hale, T. E. Sweetman, P. S. Hawkings, 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

The Hon. Treasurer,
The Cocoa Chocolate and Confectionery Alliance,
11 Green Street,
LONDON.
W1Y 3RS

16th May, 1978

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,

bals link . amo dono



LONDON, TOUR

#### 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 -

- 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.



RICHARDS BUTLER & CO. 5 CLIFTON STREET LONDON, EC2A 4DQ SOLICITORS

- (5) In this Article "group" means a holding company and its subsidiaries.";
- 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

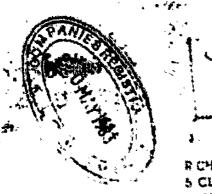
THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association

OF THE

# COCOA, CHOCOLATE AND CONFECTIONERY ALLIANCE



R CHARDS BUTLER & CO. 5 CLIFTON STEET

LONDON LORA : "A Solic 3">

#### 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 Confestionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade.

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

THE PERSON NAMED IN

- 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.
- (I) 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 Altiance 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.

- (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 net 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.
- (1) To pay all expenses, preliminary or incidental to the formation of the Alliance and its registration.
- (n) 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.
- (a) 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 conductive 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 and extending or re-enacting the same, or to reinsure any risks course. 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 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, splant or power supplied for experimental purposes, nor prevent the 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 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 shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of such Council or shall be given by the Alliance to any member of the Alliance to any member of such Council or shall be given by the Alliance to any member of the Allia

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 evering 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, Blackfrings Road, London, S.E.1, Manufacturing Confectioner.

Horace Walker, Greenbank, Bristol, Chocolate Manufacturer.

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

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, Cocon and Chocolaic Manufacturer.

BENJAMIN SEEBOHN 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 SIEVENS, 9, Queen Street Place, London, F 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.

<sup>\*</sup> Note.—by a Special Resolution passed on the 16th June, 1955, the name of the Alliance was changed to "The Cocca, Checolate and Confectionery Alliance" the word "Limited" being omitted by Licence of the Board of Trade.

- 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.
  - (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 exigible 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 bembership 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 number and have the same rights and be subject to the same limbilities 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 S 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 'fore 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 furnity I 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 transferable and shall cease upon the member faming 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 member the member was admitted to member the member was admitted. the quantications 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.

### 12 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 desmed 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:

Croup	Hombers	Number of Representatives
A	Cadbury Ltd., J.S. Fry & Sons, Ltd., John Mackintosh & Sons, Ltd., Hars, Ltd., The Nestle Company, Ltd., Rountree & Company, Ltd. and Joseph Terry & Sons, Ltd.	7
В	Members manufacturing cocoa or chocolate, other than members of Group A	4
C	Reabers manufacturing chosolate converture for sale or cocoa butter for sale	3
D	Such members manufacturing cocoss or chocolate as the Alliance shall from time to time determine by ordinary resolution	1 15

(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
В	Toffees and caramels	3
c	Panned goods and lozenge liquorice and cream pa pastilles, clear gums chaving gum, general c fectionery	ste, and
D	Such members manufacturi sugar confectionery as Alliance shall from ti time determine by ordi	the me to nary
	resolution	2
		15
		72

- (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 numbers 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
  - 22. The office of a member of the Council shall ipso facto be by the Council. 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
    - (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 aforessid 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 facte 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 chalrman 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 HEMBERS

- 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 vota, 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.\* " a member of the above-named company " hereby appoint " of " and failing him, "to vote for me and on my behalf at the [annual, or "of "extraordinary, or adjourned, as the case may be] "general meeting of the Alliance to be held on the , and at every adjournment day of 19 ." " thereof. day of "As witness my hand this

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 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 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 Coool, Chocolate and Confectionery Alliance" the world "theme central in Lucence of the Resolution of

- 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 indemnined 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 regions are in the contract of the second provisions. 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 Articles thereof

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

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 Nestle 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 (t) 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)
12::0V 1986

To act for all purposes representative organisation ο£ industries engaged in the manufacture of biscuits, cake and flour confectionery, chocolate and chocolate confectionery, cocoa (including cocoa butter and any which product 0Ē cocoa characteristic ingredient) and sugar confectionery (which industries are hereinafter referred to industries")."; and

substituting for the words "the Manufacturing Confectioners' Alliance, Ltd." in paragraph (u) the words "any other body corporate"; and

the regulations contained in the document submitted to the meeting and for the purpose of identification of signed by the chairman of the meeting be approved and adopted as the articles of association of netGISTA Alliance in substitution for and to the exclusion of all its existing articles of association; but nothing contained in the articles of association so adolted NOV 1986 shall affect the composition of the council of the Alliance before 1st January 1987.

RICHARDS SUTLER 5 CLIFTON STREET, LONDON, ECZA 4DQ

J.E. NEWMÄÑ Director

# FILE COPY



# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

156562

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

MAS CH WILLIAMS

an authorised officer

156562

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.
- (1) 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 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 incidential 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 MACHES
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**

- 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 -
  - 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.
- 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.

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 praceding year. If the rouncil 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 Less than £25,000	Amount of subcription £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 £125,300 but less than £250,000 Not less than £250,000	£75 £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 in 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 merting 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 desired 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.
  - 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 sper al 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

į

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 poil 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 withdrawai 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 obection 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 anv) 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 reappointment, when he shall retire but shall be eligible for reappointment 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-

ı

- 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.
- 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:

	Category of membership	Number of council representatives
A	Ordinary members with a turnover in excess of £50 million	
В	Ordinary members with a turnover in excess of £2 million but not exceeding £50 million	18
С	Ordinary members with a turnover not exceeding £2 million	4

Į

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 thereafer unless or until he is removed from or vacates office under paragraph (C) of this article; or
  - 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).

1

ı

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.

- 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 sligible 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 reappointment 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 -
  - 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 risde 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.

z

1

1

- 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.
- 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 up nade 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.

I

#### 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.

I

Ĩ

- 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 buisness 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

1

I

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.

١

#### 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-
  - 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

those ordinary members, not falling within sub-paragraph
 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 \*seociation relating to the winding up and dissolution of the Alliance shall have effect as if its provisions were repeated in these articles.

1



COMPANIES FORM No. 30(5)(c)

Richards Butler, 5 Cliftcn Street, London, EC2A 4DQ DLLM/C311/064

# Declaration on change of name omitting "limited" or its Welsh equivalent



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	Name of company		For official use	Company number
* insert full	* THE COCOA, CHOCOLATE A	ND CONFECTIONERY	ALLIANCE	
t delete as appropriate	JOHN EASTER NEWMAN  of 11 Green Street,  London SW1  [a director][the seckstack] of Ti  do solemnly and sincerely declare the above Act. And i make this solemn Declaration Statutory Declarations Act 1835.  Declared at	that the company corn conscientiously balling the will be with the will be	nplies with the receiving the same to	•
	Presentor's name address and reference (if any):	For official Use General Section	Į Pos	t room

#### THE COMPANIES ACT 1985

COM	PANY	LIMITE	D	BY	GUA	RANTEE	
AND I	TON	HAVING	Α	SHA	RE	CAPITAL	

COMPANIES HOUSE			
	18 MAY 1993	,	
М		86	

SPECIAL RESOLUTION

of

THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONARY ALLIANCE

(passed 15th Hay 1993)

At the Annual General Heeting of the Alliance held on 15th Hay 1993 the following resolution was duly passed as a special resolution:

#### RESOLUTION

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

£:00,000 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

RYCHARDS BUTLEH

BEAUFORT HOUSE

15 ST ENTOLPH STREET

LONDON, ECSA //L.

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

\* J Hendeman

#### THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANIES HOUSE 1 8 MAY 1993 M 86

ARTICLES OF ASSOCIATION

of

THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONARY ALLIANCE

(Adopted on 24th October 1986 and altered on 15th Hay 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 confectionary,
- (d) cocoa, including socoa 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;

AICHARDS BUTLER
BEAUFORT HOUSE
15 ST. BOTOLPH STREET
LONDON, EC3A 7:55

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.

#### **HENBERSHIP**

- 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. Hembership 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:

#### Amount of Subscription Amount of member's turnover £500,000 or less 10 per cent of the prescribed sum for every £100,000 (or part thereof) of the member's total turnover 25 per cent of the prescribed More than £500,000 up to sum for every £250,000 (or part £2,000,000 (inclusive) 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 Hental Health Act 1983 or, in Scotland, an application for admission under the Hental 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 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 t.e 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 lose 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 withdraw 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 HEETINGS**

- 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 reappointment, when he shall retire but shall be eligible for reappointment 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 reappointment 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:

# Category of membership 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 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 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 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
  - 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 Hember 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 or mary 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
  - (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 thing 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 most 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.