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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CHEMICAL INDUSTRIES ASSOCIATION LIMITED

(Adopted by Special Resolution passed on 18 November 2004)

MAYER
BROWN
ROWE
& MAW



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1. DEFINITIONS

- 1.1 In these Articles the following words and expressions shall have the following meaning:

"Act" means the Companies Act 1985 as amended by the Companies Act 1989, including any statutory re-enactment or modification of it for the time being in force;

"Articles" means these Articles of Association as from time to time altered;

"address" in relation to an electronic communication includes any number or address used for the purposes of that communication;

"Annual Subscription" means the amount payable by a member or applicant for membership in accordance with Article 4.1;

"the annual subscription day" means 30 June in every year or such other day as the Council may by Special Resolution from time to time prescribe;

"Appointor" has the meaning given to it in Article 5.8;

"Association" means Chemical Industries Association Limited;

"Board" means any policy board, issue group, working group or other similar group established by the Council pursuant to Article 17.2;

"the bye-laws" means the bye-laws made pursuant to and in accordance with Article 9 from time to time in force;

"the Chemical Industry" means industry in the United Kingdom involving the manufacture, processing or sale of Chemical Products or the provision of services in respect of the same and any company involved in the life science or biotech industries. **"Chemical Products"** means and includes the products of the Chemicals and Allied Industries as from time to time defined in the United Kingdom Standard Industrial Classification published by the Office for National Statistics or such other publication as may take the place thereof and may be approved for this purpose by Special Resolution of the Council together with such closely allied products as the Council may from time to time in its discretion by Special Resolution of the Council determine;

"Clear Days" means in relation to the period of a notice that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Council" means the members of the Council of Management of the Association from time to time;

"electronic communication" means the same as in the Electronic Communications Act 2000;

"First Tier" means the ten members of the Association paying the largest amount of all subscriptions in any given year as determined by the Secretary;

"ICSA Guidelines" means the statements of Recommended Best Practice in the memorandum headed "Electronic Communications with Shareholders" published by the Institute of Chartered Secretaries and Administrators in December 2000 and any modification or replacement for the time being in force;

"Insolvency Event" means in relation to a corporate member or an Appointor the making of an order for its winding up;

"Minimum Annual Subscription" means the minimum Annual Subscription payable by a member or applicant for membership in accordance with Article 4.2;

"month" means calendar month;

"nominee member" means a person who is for the time being a member of the Association pursuant to an appointment or replacement effected by an Appointer in accordance with Article 5.8;

"Office" means the registered office for the time being of the Association;

"qualified representative" means an individual being a non-corporate member of the Association, not being a nominee member, of appropriate qualification and experience nominated by a corporate member to be its representative and whose nomination is approved by the Council;

"Region" means regions of the United Kingdom as determined by the Association from time to time;

"Regional Committees" means committees of the Association which may be established pursuant to Article 17.3;

"Regulation" means any regulation, rule or bye-law of the Association in General Meeting or the Council in meeting or in committee;

"Seal" means the common seal of the Association;

"Second Tier" means those members of the Association paying more than the Minimum Annual Subscription and which are not within the First Tier in any given year as determined by the Secretary;

"Secretary" means any person appointed to perform the duties of the Secretary of the Association including (subject to the Act) a joint, deputy or assistant Secretary appointed by the Council from time to time;

"Special Resolution" where referring to a resolution of the Council shall mean a resolution passed by a majority of not less than three-fourths of the members of the Council as (being entitled to do so) vote in person or, where proxies are allowed, by proxy at a meeting of the Council of which notice specifying the intention to propose the resolution has been duly given;

"Subsidiary" means a subsidiary and/or subsidiary undertaking of a company as each of the terms are defined in the Act;

"Third Tier" means all members apart from those members in the First Tier or Second Tier as determined by the Secretary;

"unincorporated body" means any unincorporated body of persons and includes a firm or partnership;

"United Kingdom" means Great Britain and Northern Ireland;

"in writing" includes handwriting, typewriting, printing, lithography, photocopying and other modes of representing or producing words in legible and non-transient form; and

"year" means calendar year.

2. PRELIMINARY

2.1 Companies Act definitions

Save as set out in Article 1 and unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or

any statutory modification thereof in force at the date at which these Articles become binding on the Association.

2.2 Meaning of references

In these Articles unless the context otherwise requires:

- (a) words in the singular include the plural and vice versa;
- (b) words importing any gender include all genders;
- (c) a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;
- (d) a reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force.

2.3 Headings

The headings are inserted for convenience only and do not affect the interpretation of these Articles.

2.4 Electronic signatures

Where pursuant to any provision of these Articles any notice, appointment of proxy or other document contained in an electronic communication is required to be signed or executed by or on behalf of any person, that signature or execution shall include the affixation by or on behalf of that person of an electronic signature (as defined in the Electronic Communications Act 2000) in such form as the Council may approve.

3. THE ASSOCIATION

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

4. SUBSCRIPTIONS

4.1 Annual Subscription

Each member of the Association shall pay to the Association such annual subscriptions, and each applicant for membership shall pay to the Association as a condition of and prior to being admitted to membership such sums by way of annual subscription, calculated in such manner, and payable at such times and in accordance

with such provisions as the Association in General Meeting may in its discretion by Extraordinary Resolution from time to time prescribe.

4.2 Minimum Annual Subscription

In setting the Annual Subscription in accordance with Article 4.1, the Association may in its discretion stipulate minimum levels of Annual Subscription.

5. MEMBERSHIP

5.1 Register of members

In relation to its register of members, the Association shall observe the provisions of Section 352 of the Act (Register of Members).

5.2 Admission at Council's discretion

The Council shall have an absolute discretion to accept, reject or postpone consideration of any application for membership. The Council shall not be required to provide any reason for such rejection or postponement.

5.3 Application and subscription

No person (other than a person appointed by way of replacement by an Appointer pursuant to Article 5.8) shall be admitted to membership of the Association, unless and until:

- (a) he has delivered to the Secretary an application in writing in such form and signed by or on behalf of such person in such manner from time to time required the Council, subject to these Articles and the bye-laws;
- (b) he has paid to the Association the sum due by way of annual subscription, the method of calculation of which is set out in the Appendix;
- (c) that the applicant or member has signed and is committed to a statement on Health, Safety and the Environment set out in the Guiding Principles for Responsible Care or in such other form as the Council may from time to time require; and
- (d) the Council resolves to accept such application.

5.4 No joint membership

No person shall be capable of being or becoming a member of the Association jointly with any other person or persons.

5.5 Eligibility for membership

No person shall be eligible for membership unless he can demonstrate to the satisfaction of the Council that:

- (a) where the applicant is an individual or a body corporate, that it is itself engaged in the Chemical Industry, or that it is the holding company of any body corporate which is itself engaged in the Chemical Industry;
- (b) in the case of an application for membership made under Article 5.8, the Appointor is an unincorporated body engaged in the Chemical Industry.

This Article 5.5 shall not apply to a person who is appointed as a replacement of an existing member pursuant to Article 5.8.

5.6 Powers of Council regarding membership

The Council shall have full power and discretion to:

- (a) require any member, nominee member, applicant for membership or Appointor in the case of an applicant for nominee membership to provide evidence of eligibility for membership pursuant to Article 5.5;
- (b) determine in such manner as it thinks fit whether any member, nominee member or applicant for membership (or Appointor in the case of an applicant for nominee membership) possesses or continues to fulfil the eligibility requirements set out in Article 5.5;
- (c) require any member to submit to the Association such information, whether relating to the Chemical Industry in which the member is engaged, or of any other nature, as the Council may from time to time request including, without limitation, such information as enables the Council to consider or investigate the amount or probable amount of any annual subscription or subscriptions (or any other amount due under the provision of these Articles) which may subsequently become payable by such member in respect of any future year or years.

5.7 **Change to members particulars**

Every member and nominee member (for itself and/or on behalf of its Appointor) must immediately notify the Secretary in writing of any and every change to the particulars and information contained in the application form pursuant to which he was admitted to membership or any other information which must be kept on the register of members.

5.8 **Nominee members**

- (a) An unincorporated body may not be or become a member of the Association but, if it wishes to obtain the advantages of membership, may appoint some person to apply for membership (an "**Appointor**") in accordance with Article 5.3 as its nominee. Any such appointment shall be in writing and shall be effected in such form and manner as the Council may, subject to the provisions of these Articles and of the bye-laws, from time to time prescribe. Save as otherwise expressly provided by these Articles and the bye-laws, every nominee so appointed who is admitted to membership and any replacement thereof effected in accordance with the paragraph (b) below shall be entitled to claim and receive and exercise for and on behalf of and for the benefit of the Appointor all the same rights and privileges in relation to the Association to which the Appointor would be entitled if the Appointor were itself a member.
- (b) The Appointor may from time to time replace any such nominee (including any replacement thereof) with another person. Any such replacement may be made, either by way of removal of the existing nominee (in which event the existing nominee so removed shall cease to be a member of the Association), or in lieu of a nominee who has for any reason (other than pursuant to paragraphs (b), (c), (f) or (g)(i) of Article 8.1) ceased to be a member of the Association. Notice of such replacement shall be in writing and be signed by or on behalf of the nominee newly appointed to become a member of the Association. Without prejudice to the foregoing, any such notice of replacement shall be made in writing, in such form and manner as the Council may from time to time prescribe, and shall take effect on the date of delivery of such notice to the Secretary, who in the case of any such replacement shall enter the name of the nominee newly appointed in the register of members of the Association accordingly.

5.9 Associate membership

The Council shall be entitled from time to time at its discretion to admit as Associate Members, on such terms and conditions regarding subscription payable or otherwise as it sees fit, any individual, body corporate or unincorporated body wishing to be so admitted.

5.10 Eligibility for associate membership

In order to be eligible for associate membership, an individual, body corporate or the representatives of an unincorporated body must demonstrate to the satisfaction of the Council direct or indirect involvement in the Chemical Industry that it is representative of the Chemical Industry or some industry in the United Kingdom with close links to the Chemical Industry.

5.11 Services determined by the Council

Associate members shall be entitled to such services afforded by the Association as the Council may from time to time determine.

5.12 Honorary members

The Council shall be entitled from time to time at its discretion to admit as honorary member any individual who wishes to be so admitted, and who, in the opinion of the Council, has rendered distinguished service to the Chemical Industry, or is otherwise deserving of being so admitted.

5.13 No subscription due from honorary members

An honorary member shall not be provided with any services or benefits afforded by the Association, and shall in no circumstances be liable to pay any subscription in respect of his honorary membership.

5.14 Honorary membership and associate membership not full membership

No honorary member or associate member shall be a member of the Association for the purposes of these Articles, the Regulations or the Act.

5.15 Membership not transferable

Subject to Article 5.8, neither membership nor any of the rights and privileges of membership shall be in any way either transferable or transmissible.

6. SPECIAL INTERESTS AND SERVICES

6.1 Special interests

If the Council considers that the special or peculiar interests of any such group or section or Region of members as is mentioned in Articles 17.3 and Articles 18.8(a) are involved in the exercise by the Council, or any Board, committee or sub-committee thereof, of any functions or powers, the Council, in the exercise of its powers under Articles 17.3(b) and 18.8(c) may delegate or may direct such Board, committee or sub-committee to sub-delegate, on such terms and conditions as the Council thinks fit, to a committee consisting of or representative of or controlled by such group or section, or to a Regional Committee, any of such powers and functions to the extent that the exercise of the same in the opinion of the Council involves such special or peculiar interests. If and in so far as any such delegation or sub-delegation comprises or relates to any power or function involving the provision of services to members, the services shall, in so far as they involve such special or peculiar interests, be provided by the committee to which they have been delegated, and, unless the Council otherwise decides, shall be so provided only to the members of the particular group or section or Region. Provided always that the Council may, pursuant to Article 6.3 determine that the members of such group or section or Region receiving those services shall pay for the same at such rate as the Council shall think fit.

6.2 Dispute regarding services

Any dispute arising with regard to the services to which any member is entitled to claim and receive in accordance with this Article shall be determined by the Council, whose decision shall be binding and conclusive. Any member disputing such services shall be entitled to make its representations in writing to the Council. The Council shall put Regulations in place which shall determine how such disputes shall be dealt with.

6.3 Council's discretion to provide special services

The Council shall have power to authorise the rendering to any member or members, by the Association, the Council or by any Board, committee or sub-committee thereof, of special services over and above those to which such member is entitled by virtue of his membership on such terms, either as to payment therefore or otherwise, as the Council shall think fit.

6.4 Deemed special services

Without prejudice to the generality of its powers under Article 6.3 above, the Council may at any time and from time to time in its absolute discretion resolve that any member of the Association, by virtue of the fact that in the opinion of the Council such member, or in the case of a corporate member which is within a Group of companies, such corporate member and/or any of the other companies within such Group, or in the case of a nominee member such member's Appointor carries on business significantly as a seller (as distinct from a manufacturer or processor) of chemical products and related services, receives from the Association services the cost of which is disproportionate to the amount for the time being payable by such member to the Association by way of annual subscription, and that accordingly such member shall be deemed to be receiving special services, and in any such event the member in question shall pay to the Association such additional charges as the Council may in its absolute discretion from time to time determine in respect of the special services such member is so deemed to be receiving.

7. GROUPS OF COMPANIES

7.1 Parent company within Group of Companies

If the parent company of a Group of companies and/or any Subsidiary of such parent company which beneficially owns any part of the equity share capital of a body corporate (being a body corporate which is not itself the Subsidiary of any other body corporate which is either a member of the Association or within a Group of companies of which one or some of which is or are a member or members) then that body corporate and any Subsidiary of that body corporate (whether or not such body corporate or its said Subsidiaries is a member) may, with the approval of the parent company and with the prior consent of the Council, effectively elect to be treated for all the purposes of these Articles, as being comprised within the Group of companies.

7.2 Member no longer part of Group

Any body corporate having so elected shall cease for all such purposes to be treated as being so comprised if at any time that body corporate is no longer a Subsidiary of the parent company or any Subsidiary of the parent company or if the Council should at any time in its absolute discretion so resolve.

8. CESSATION OF MEMBERSHIP

8.1 Termination

Membership of the Association shall cease with immediate effect:

- (a) In the case of a corporate member, where that member suffers an Insolvency Event;
- (b) In the case of a nominee member, where that nominee's Appointor suffers an Insolvency Event;
- (c) In the case of an individual member:
 - (i) where that individual dies; or
 - (ii) where that individual receives a bankruptcy order or an interim order is made against him or he makes any arrangement or composition with his creditors generally; or
 - (iii) if he is or may be suffering from mental disorder and either:
 - (aa) 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
 - (bb) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (d) If a member resigns by giving notice in writing to the Association at the Office. A member may only resign by giving not less than twelve months' notice in writing to the Secretary so as to expire on an annual subscription day. Such resignation shall only take effect on the date of expiration of such notice;
- (e) If and when any sum payable by way of annual subscription, or any other sum payable pursuant to Article 6, is in arrears for more than six months, and the Council declares that such membership should cease;

- (f) If the Council decrees that membership should cease by virtue of the fact that such member (or in the case of a nominee member, his Appointor) no longer fulfils the eligibility criteria for membership in accordance these Articles; or
- (g) If at a meeting of the Council it is resolved by Special Resolution that it is not in the interests of the Association that:
 - (i) in the case of a nominee member, that such member's Appointor should retain the rights of an Appointor; or
 - (ii) in any other case that such member should remain a member of the Association

such member must be given twenty-one Clear Day's notice of the intention to propose the Resolution and must be given the opportunity to make representation at such meeting convened to pass such resolution.

8.2 No refund of subscription

- (a) If any person ceases for any cause whatever to be a member of the Association, such person shall not, nor shall any other person claiming through or in right of such person, have any interest in or claim against the funds or property of the Association. No such person shall be entitled to repayment either in whole or in part of any sum previously paid by such person by way of annual subscription or any other sum payable pursuant to Article 6; and
- (b) Any sum payable by way of annual subscription or pursuant to Article 6, and in arrears at the date of cessation of membership shall, however such cessation shall occur, remain fully due and payable by the person so ceasing to be a member, or in the case of the death or bankruptcy of an individual, by his personal representatives or trustee in bankruptcy as the case may be.

9. BYE-LAWS

The Council may from time to time in its absolute discretion by Special Resolution of the Council make bye-laws on behalf of the Association and may, in like manner and with the like discretion rescind or alter any bye-laws made, and all bye-laws so made and for the time being in force shall be binding on the members, Associates and Honorary members of the Association and shall have full effect accordingly, but so

that no bye-law for the time being in force shall be inconsistent with the express provisions of these Articles.

10. GENERAL MEETINGS

10.1 Annual General Meetings

The Association shall each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council determines.

10.2 Extraordinary General meetings

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10.3 Calling of Extraordinary General Meetings

The Council may, whenever it thinks fit, convene a General Meeting. General Meetings may also be convened on a requisition pursuant to Section 368 of the Act. If there are insufficient members of the Council within the United Kingdom to call a General Meeting any member of the Council or any two members of the Association may call a General Meeting.

10.4 Members ability to call Extraordinary General Meeting

The Council shall on the requisition of any six members of the Association immediately proceed to convene a General Meeting of the Association. If the Council does not within twenty-one days of the deposit of such a requisition at the Office proceed duly to convene a General Meeting, the requisitionists or any three of these may convene a General Meeting. The provisions of sub-Sections (2) to (8) of Section 368 of the Act shall be deemed to apply in respect of any such requisition.

10.5 Special Business

Subject to the Act, any member of the Association wishing to bring Special Business (as defined in Article 11.4) before a General Meeting must give notice in writing of such Special Business to the Secretary so as to be received by him not less than thirty days before the date of the General Meeting.

10.6 Notice of any Resolution

Subject to the Act, the Council shall on the requisition of members give notice of any Resolution which is proposed and is intended to be passed at an Annual General Meeting and circulate any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that Meeting.

11. NOTICE OF GENERAL MEETINGS

11.1 Length of notice

An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by at least 21 Clear Days' notice. All other General Meetings shall be called by at least 14 Clear Days' notice in writing, such notice to be given in accordance with this Article 11.

11.2 Contents of notice

Every notice of meeting of the Association shall:

- (a) be given to all members other than those who under the provisions of these Articles are not entitled to receive such notices from the Association and to the directors and auditors of the Association;
- (b) specify the place and day and time of the meeting;
- (c) contain a reasonably prominent statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Association;
- (d) in the case of an Annual General Meeting, specify the meeting as such;
- (e) in the case of any General Meeting at which business other than Routine Business is to be transacted, specify the general nature of such business; and
- (f) if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, contain a statement to that effect.

11.3 Routine Business

Routine Business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

- (a) the election and re-election of one-third of members of the Council in accordance with Article 20;
- (b) considering and/or adopting the accounts, the reports of the Council and Auditors and other documents required to be attached or annexed to the accounts;
- (c) appointing and fixing the remuneration of the Auditors.

11.4 Special Business

All other business that is transacted at an Annual General Meeting and all business that is transacted at a General Meeting shall be deemed Special Business.

11.5 Omission or non-receipt of notice

The accidental omission to give notice of a meeting to, or to send a form of proxy with a notice when required by these Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or form of proxy by such a person shall not invalidate the proceedings at that meeting.

11.6 Short notice

A meeting of the Association shall be deemed to have been duly called by shorter notice than that so specified in this Article 11, if it is agreed:

- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at the meeting or their duly appointed proxies; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than 95 per cent. of the total voting rights at that meeting of all the members.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present; save as otherwise provided in these Articles, 10 members present, in person or by proxy, shall be a quorum. For the purposes of this Article 12.1 and for the purposes of Articles 12.2 to 12.10, the representative of a corporation duly appointed under Article 14 shall be deemed to be a member present in person.

12.2 Procedure if quorum is not present

If within fifteen minutes from the time appointed for the meeting (or such longer interval not exceeding one hour as the Chairman of the meeting may think fit to allow) a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon the requisition of members shall be dissolved. In any other case, it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the member or members present shall be a quorum.

12.3 Chairman of General Meetings

The President of the Association, or, failing him a Vice-President, shall preside as Chairman at every General Meeting of the Association. If there is no Chairman for the time being, or he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or he is unwilling to act, the members present shall elect some other member of the Council who is willing to act as Chairman. If no member of the Council is present and willing to act as Chairman within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be Chairman of the meeting.

12.4 Council Members at General Meetings

A member of Council despite his not being a member, is entitled to attend and speak at any general meeting of the Association.

12.5 Security at General Meetings

The Council may direct that persons wishing to attend General Meetings should submit to such searches, security arrangements and restrictions as the Council shall consider appropriate in the circumstances. The Council shall be entitled in their absolute discretion, or may authorise some one or more persons who shall include a member or the Secretary or the Chairman of the meeting:

- (a) to refuse entry to that General Meeting to any person who fails to submit to those searches or otherwise to comply with those security arrangements or restrictions; and

- (b) to eject from that General Meeting any person who causes the proceedings to become disorderly.

12.6 Orderly conduct

The Chairman shall take such action or give directions as he thinks fit to promote the orderly conduct of the meeting as laid down in the notice of the meeting and the Chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any matter is of such a nature.

12.7 Adjournments

The Chairman of a meeting at which a quorum is present may with the consent of that meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place or without specification of a time or place. In addition, the Chairman may at any time without the consent of the meeting adjourn any meeting to another time or place if it appears to the Chairman that:

- (a) the number of persons wishing to attend cannot be conveniently accommodated in the place(s) for the meeting; or
- (b) the unruly conduct of persons attending the meeting prevents or is likely to prevent the orderly continuation of the business of the meeting; or
- (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

12.8 Business of adjourned meetings

No business shall be transacted at any adjourned meeting except business which might properly have been transacted at the meeting from which the adjournment took place.

12.9 Time and place of adjourned meeting

Where a meeting is adjourned without specification of a time or place the time and place for the adjourned meeting shall be fixed by the Council.

12.10 Notice of adjourned meeting

When a meeting is adjourned for thirty days or more or for an indefinite period, not less than seven Clear Days' notice of the adjourned meeting shall be given specifying

the day, time and place of the adjourned meeting and the nature of the business to be transacted. Otherwise it will not be necessary to give any such notice.

13. VOTING

13.1 Method of voting

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman of the meeting; or
- (b) by at least 5 members having the right to vote at the meeting and present in person or by proxy.

Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

13.2 Withdrawal of demand for a poll

A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman. A demand so withdrawn will not be taken to have invalidated the result of a show of hands declared before the demand was made.

13.3 Procedure if poll is demanded

Except as provided in Article 13.6 if a poll is demanded it shall be taken in such manner (including the use of ballot or voting papers or cards) as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed shall) appoint scrutineers (who need not be members) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

13.4 Casting vote of Chairman

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

13.5 Chairman's determination final

In case of any dispute as to the admission or rejection of any vote, the Chairman of the meeting shall determine the same and such determination shall be made in good faith and be final and conclusive.

13.6 Timing of a poll

A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken immediately upon being so demanded. A poll demanded on any other question shall be taken either immediately or at such time as the Chairman of the meeting directs but in any event shall not be more than thirty days after the poll is demanded. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

13.7 Continuance of other business after demand for a poll

Any business, other than that upon which a poll has been demanded, may be proceeded with pending the taking of the poll.

13.8 Entitlement to attend and speak

The Chairman may invite any person to attend and speak at General Meetings whom the Chairman considers to be equipped by knowledge or experience of the Association's activities and business to assist in the deliberations of the meeting. In addition, the Chairman may invite any person who has been nominated by a member of the Association to attend and, if the Chairman considers it appropriate, to speak at General Meetings.

14. VOTES OF MEMBERS

14.1 Votes of members

On a show of hands every member present in person or (if a corporation) present by a representative duly authorised in accordance with Article 15 (who is not himself a member entitled to vote) shall have one vote, and on a poll every member present shall have one vote for every full £1 of the amount of the last annual subscription paid by such member (and for these purposes, any sum paid by or credited to any predecessor of a nominee member in respect of that last annual subscription shall be deemed to have been paid by that nominee member).

14.2 Entitlement to vote

No member however shall, unless the Council otherwise determines, be entitled to vote at any general meeting, unless all subscriptions presently payable by the member to the Association have been paid.

14.3 Votes on a poll

On a poll votes may be given either personally or by proxy or by corporate representative.

14.4 Proxies

Every member shall be entitled to appoint a proxy. No person shall be appointed proxy unless a letter of authority has been signed by a qualified representative authorising that person to be proxy for such member.

14.5 Authority of proxies

The appointment of a proxy shall be deemed to confer authority to attend and speak at the meeting and to demand or join in demanding a poll.

14.6 Appointment of proxies

The appointment of a proxy shall be:

- (a) executed by the appointor or on his behalf by his attorney duly authorised in writing;
- (b) in any usual or common form or in any other form which the Council may accept.

14.7 Delivery of proxies

The appointment of a proxy and any authority under which it is executed, or a copy of such authority certified notarially, or in some other way approved by the Council may:

- (a) in the case of an instrument in writing be deposited at the Office of the Association or at such other place within the United Kingdom as is specified by the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting, not less than 48 hours before the

time for holding the meeting or reconvened meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of an appointment contained in an electronic communication, where an address has been specified by the Association for the purpose of receiving a proxy by electronic communications:
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Association in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any member of the Council or deposited or received as stated above after the poll has been demanded but not less than 24 hours before the time appointed for the taking of the poll;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

14.8 Revocation of proxy

A vote given in accordance with the terms of the appointment of the proxy shall be valid notwithstanding the revocation of the proxy unless notice of such revocation shall have been received by the Association at the Office at least 24 hours before the commencement of the meeting or reconvened meeting at which the proxy is to be used.

15. CORPORATIONS ACTING BY REPRESENTATIVES

Any corporation which is a member of the Association may by resolution of its directors or other governing body authorise any person to act as its representative at any meeting of the Association. 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 as a Member of the Association.

16. COUNCIL OF MANAGEMENT

16.1 Number of members

Unless and until the Association shall otherwise determine in General Meeting, the number of persons who shall constitute the Council shall not be more than 35.

16.2 Composition of the Council

The Council shall comprise of:

- (a) the immediate past President of the Association (if any, and if willing and able to act);
- (b) not more than ten persons (each of whom shall be a qualified representative) nominated by the First Tier;
- (c) not more than nine persons (each of whom shall be a qualified representative) nominated by the Second Tier;
- (d) not more than three persons (each of whom shall be a qualified representative) nominated by the Third Tier; and
- (e) not more than twelve persons co-opted to the Council in accordance with Article 16.4.

16.3 Vacancies on Council

The Council may, from time to time and at any time, appoint a qualified representative of any member of the Association as a member of the Council, either to fill a casual vacancy (pursuant to Article 18.7) or by way of addition to the Council. Any member so appointed shall retain his office only until the next Annual General Meeting, but shall then be eligible for re-election.

16.4 Co-option of members of committees, Regional Committees and other trade associations

The Council may from time to time co-opt not more than a total of twelve representatives from:

- (a) those individuals who in the opinion of the Council have rendered, or are in a position to render distinguished service to the Chemical Industry;
- (b) the Regional Committees described in Article 17.3;
- (c) other trade associations representing the Chemical or Allied Industries to the Council; or
- (d) other industries which the Council considers are similar to the Chemical Industry;
- (e) the Chairmen of up to six of the Boards described in Article 17.2 (and where there are more than six Boards in any given year, the Council shall determine in its absolute discretion which of the Boards shall be represented on Council),

where it considers that such other representatives could provide services to the Association.

16.5 Members interests

Subject to the provisions of the Act, and provided that a member has previously disclosed to the Council the nature and extent of any material interest he may have, a member of the Council notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
- (b) may be a director or other officer of employed by or a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Association or in which the Association is otherwise interested; and
- (c) shall not, by reason of the member's office, be accountable to the Association for any benefit which the member derived from any such office or employment or from any such transaction or arrangement or from any interest in such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

16.6 Notice of interest in a transaction

For the purposes of Article 16.5:

- (a) a general notice given to the Council that a member of the Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Council has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a member of the Council has no knowledge and of which it is unreasonable to expect such member to have knowledge shall not be treated as an interest of that member.

16.7 Declaration of interest in transaction

A member of the Council who is, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association shall declare the nature of such interest at a meeting of the members of the Council in accordance with Section 317 of the Act. Subject to such disclosure, a member of the Council shall be entitled to vote in respect of any contract or arrangement in which the member is interested and if the member shall do so the member's vote shall be counted and the member may be taken into account in ascertaining whether a quorum is present.

16.8 Right to vote

If a question arises at a meeting of the members of the Council or of a committee of the members of the Council as to the right of a member of the Council to vote the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Council other than himself shall be final and conclusive.

16.9 Election of First Tier members to Council

Each of the First Tier members may nominate one qualified representative to sit on Council, and those persons shall be declared duly elected at the Annual General Meeting without a ballot.

16.10 Election of Second Tier members to Council

If the number of nominations by the Second Tier members for the seats on Council under Article 16.2(c) does not exceed the number of vacancies, the members nominated shall be declared duly elected at the Annual General Meeting without a ballot. If the number of nominations exceeds the number of vacancies, such vacancies shall be filled by means of a ballot of the members who can be categorised as falling within the Second Tier which shall take place in accordance with Article 14 (although there shall be no poll vote in a ballot which takes place under this Article 16.10) and a ballot paper shall be sent to each member in the Second Tier not less than 21 days before the date of the Annual General Meeting. This shall contain the names of the retiring Council members and of those nominated for election. Ballot papers must be sent in a signed envelope to the Secretary so as to be received not less than 48 hours before the commencement of the meeting. Each vote shall be recorded by prefixing a cross to the name selected from the printed list of nominations. Subject to any Regulations currently in force, every Second Tier member shall be entitled to vote in favour of as many candidates as there are vacancies to be filled.

16.11 Counting of votes and declaration of results

The signed envelopes shall be opened and the votes counted in advance of the Annual General Meeting by scrutineers previously appointed by the Council (who need not be members) and the results of the ballot disclosed during the Annual General Meeting. On disclosure of the results the candidates receiving the most votes (up to the number of vacancies to be filled) shall be declared to be elected. In the event that there is a tie of votes in the results of the ballot, the eldest person nominated and who is the subject of the tie of votes shall be declared to be elected in the first instance. Subject to this Article and to any Regulations currently in force, any ballot shall be regulated in accordance with such procedure as the Council may determine from time to time.

16.12 Election of Third Tier members to Council

The provisions of Article 16.10 shall apply to the election, by the Third Tier, of Third Tier members to Council in the same manner as they apply to the election, by the Second Tier, of Second Tier members to Council.

16.13 Not more than two qualified representatives

Notwithstanding any other provision in these Articles, if following a Council election, there is found to be more than two persons who are qualified representatives of a single member or a single Group of companies, the qualified representatives or

qualified representatives so concerned (selected if necessary by lot) shall (unless the Council in its absolute discretion otherwise determines) be deemed to have given notice of resignation in accordance with Article 19.1.

16.14 Designation of "Director" not to imply Directorship

The Council may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Association such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Association shall not imply that the holder thereof is a Director of the Association nor shall such holder thereby be empowered in any respect to act as a Director of the Association or be deemed to be a Director for any of the purposes of these Articles or the Act.

17. DELEGATION OF COUNCIL'S POWERS

17.1 Delegation of powers to individual members of the Council

The Council may entrust to and confer upon any member of the Council any of the powers exercisable by them as members of the Council upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of such powers but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

17.2 Delegation to committees and boards

In addition to any committee established by the Council from time to time pursuant to these Articles, the Association may from time to time establish policy boards, issue groups, working groups or other similar groups (each a "**Board**"), up to an aggregate maximum of eight. The Council may delegate any of their powers, functions or discretions to any such committees or Board consisting of such person or persons (whether or not members of the Council or the Association) as the Council thinks fit, but so that any committee or Board consisting of less than three persons shall consist only of members of the Council and any other committee or Board shall consist of members of the Council to the extent of at least half of its number. No such committee or Board shall, unless members of the Council otherwise resolve, have power to sub-delegate any of their powers, functions or discretion delegated to it. Any such committee or Board shall consist of one or more members of the Council and (if thought fit) one or more other persons.

17.3 Power to establish Regional Committees

- (a) The Council may from time to time divide the United Kingdom into Regions and from time to time classify members and/or Associates as belonging to one or more of such Regions, and may also establish Regional Committees by election of the members and/or Associates so classified or by nomination of Council whichever the Council considers appropriate in order to further the purposes of the Association in such Regions and in particular:
 - (i) to stimulate in the Regions the use of the various services provided by the Association;
 - (ii) to promote co-operation and mutual help amongst the members and/or Associates in the Regions;
 - (iii) to consider and discuss any subjects consistent with which the Association was established;
 - (iv) to make recommendations to the Council and to the various Boards, committees and sub-committees thereof;
 - (v) to encourage members and/or Associates in the Regions to watch over the regional interests of such members and/or Associates.
- (b) The Council may delegate to any Regional Committee any of the powers, authorities and discretions vested in the Council and may authorise the members of any Regional Committee to fill any vacancies therein and to act notwithstanding vacancies.

17.4 Committee to conform to Regulations

Any committee so formed shall conform to any Regulations imposed on it by the Council and shall be subject at all time to the control of the Council. Subject thereto the meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable.

17.5 Terms of Delegation

The terms of the delegation or sub-delegation shall be specified in minutes of the Council and the delegation or sub-delegation of such powers shall be subject to review by the Council at least once in every year.

17.6 Delegation of power

The Council shall not be entitled to delegate any power exercisable only by Special Resolution of the Council, or any power conferred on the Council by Article 5.6.

18. POWERS AND DUTIES OF THE COUNCIL

18.1 Power of management

Subject to the provisions of the Act, the Memorandum of Association, these Articles, or any Regulations as may be prescribed by the Association in General Meeting, the business of the Association shall be managed by the Council who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting. No alteration of the Memorandum of Association or these Articles and no such Regulation will invalidate any prior act of the Council which would have been valid if that alteration or regulation had not been made.

18.2 Power to pay expenses and to borrow

- (a) The Council may authorise the repayment by the Association to members of the Council (including alternate members appointed pursuant to Articles 20.5 to 20.7) or of any Board, committee or sub-committee of the Association of all or any out-of-pocket expenses incurred by them in consequent of their attendance at any General Meeting of the Association or at any meeting of the Council or of any such Board, committee or sub-committee, or otherwise incurred by them in the performance of their duties in connection with the affairs of the Association, and in that event such members of the Council or of the Board, committee or sub-committee in question shall be repaid such out-of-pocket expenses accordingly.
- (b) The Council may exercise all the powers of the Association to borrow money whether outright or as security for any debt, liability or obligation of the Association.

18.3 Power to make donations

Subject to Clause 4 of the Memorandum of Association the Council shall have power on behalf of the Association to establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities,

pensions, allowances and emoluments to, any employees and ex-employees of the Association or of any body which is in any way representative of manufacturers, processors, sellers, providers of services or employees in the Chemical Industry and all or any of the assets and obligations of which the Association may have taken over, and the relations, connections and dependents of any such employees or ex-employees as aforesaid, and to establish or support any associations, institutions, clubs, funds and trusts which the Council may consider calculated to benefit any such persons as aforesaid.

18.4 Expenses

The Council may pay all the expenses of (including those preliminary and incidental to) the promotion, formation, establishment and registration of the Association as it thinks fit.

18.5 Regulations may be made by Council

The Council may, from time to time, make Regulations in respect of any matters which in the opinion of the Council require regulation and all such Regulations shall be binding upon all members provided always that no such Regulation is inconsistent with these Articles.

18.6 Minutes of meetings

The Council shall cause minutes to be made, in books provided for this purpose:

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

18.7 Vacancies on the Council

The members, from time to time, of the Council may act notwithstanding any vacancy in their body, provided in the event that members of the Council shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in the Council, or of summoning a General Meeting, but not for any other purpose. If there are no members or member of the Council able or willing

to act, then any two members of the Association may summon a General Meeting for the purpose of appointing members to the Council.

18.8 Groups and sections of members or associates

- (a) The Council shall have power from time to time to constitute and reconstitute any group or section of members and/or Associates (whether or not the membership of such group or section overlaps with any other such group or section of members and/or Associates) if in its absolute discretion it considers that such group or section will comprise members and/or Associates having common interests, either by virtue of their being engaged in similar or related branches of the Chemical Industry or for any other reason whatsoever, and may from time to time determine and vary the qualification for and terms and conditions of inclusion in any such group or section.
- (b) A group or section of members and/or Associates shall have the function of watching over the special interests of the members and/or Associates of such group or section, and of making representations and recommendations to the Council with regard to those special interests.
- (c) Without prejudice to the generality of the powers of delegation and sub-delegation conferred upon the Council and committees and Boards of the Council by Articles 17.1, 17.2 and 17.3 the Council may make provision for the delegation or sub-delegation by the Council or by committees and Boards of the Council, to any committee wholly or in part consisting of, or controlled by, or representative of, any group or section of members and/or Associates of such powers and functions as in the opinion of the Council involve the special or peculiar interests of such group or section, for the terms and conditions on which such delegation or sub-delegation shall take place, and for regulating the constitution of, and the mode of appointment, nomination or election of and the terms of office of the members of, and the proceedings of any such committee, and the degree of the responsibility of any such committee to the members of such section. Any such committee shall be deemed to be a committee of the Council for the purposes of these Articles.

19. DISQUALIFICATION OF MEMBERS OF THE COUNCIL

19.1 Termination of Council membership

The office of a member of the Council must be vacated, in any of the following events namely:

- (a) if by notice in writing to the Association, the member resigns his office;
- (b) if a receiving bankruptcy order or an interim order is made against him or he makes any arrangement or composition with his creditors generally;
- (c) if he ceases to be a member of the Association;
- (d) if he becomes prohibited by law from acting as a director of any company;
- (e) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
- (f) if he is absent from meetings of the Council for six successive months without the permission of the Council and the Council resolves that his office is vacated; and
- (g) If he is or may be suffering from mental disorder and either 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.

19.2 No age qualification

No member of Council will vacate his office or become ineligible for appointment or re-appointment by reason only of his having attained any particular age, nor will special notice be required of any resolution appointing or approving the appointment of such member of Council, or any notice be required to state the age of the person to whom such a resolution relates.

20. CONSTITUTION OF COUNCIL

20.1 One-third of members to retire

At every Annual General Meeting one-third of the members of the Council, for the time being, other than the Chairman shall retire from office. If the number of members of the Council other than the Chairman is not divisible by three, then the number nearest one-third shall retire from office. A retired member shall be eligible for re-election. The members of the Council to retire shall be those who have been longest in office since their last appointment or election. As between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

20.2 Retirement of First Tier members

Notwithstanding the provisions of Article 20.1 (and subject to Article 19.1), a Council member nominated by the First Tier in accordance with Article 16.2(b) need not retire until he has served continuously in office for three years.

20.3 No re-election

No candidate, not being a retiring member of the Council, shall be eligible for election to the Council at any general meeting unless, not less than three nor more than 21 Clear Days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing:

- (a) by a member duly qualified to be present and vote at that meeting, of that member's intention to propose the candidate for election; and
- (b) signed by the candidate, of the candidate's willingness to be elected.

20.4 Member of Council may be removed by Resolution

The Association may, by extraordinary resolution, remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another person to be a member of the Council in his place subject to that person having consented in writing to his appointment.

20.5 Alternate members

If and for so long as any member of the Council is for the time being a First, Second or Third Tier member of Council or a Chairman of any Board, committee, or sub-committee of the Council recognised for the purpose of this Article by the Council such member shall be entitled from time to time to appoint any person approved for the purpose by the Council to be his alternate member of the Council, and may from time to time remove any such person, in each case in such manner as the Council may from time to time prescribe.

20.6 Cessation of alternate membership

The appointment of an alternate member of the Council shall cease, if any of the events described in Article 19.1 should occur or, if his appointor for any reason ceases to be a Chairman of a recognised Board, committee or sub-committee.

20.7 Alternate member may give notice

An alternate member of the Council shall (except when absent from the United Kingdom) be entitled to be given notice of all meetings of the Council and shall be entitled to attend and vote as a member of the Council at any such meeting at which his appointor is not personally present, and generally at such meeting to perform all functions of his appointor as a member of the Council.

21. THE PRESIDENT AND VICE-PRESIDENTS

21.1 President and Vice-President

Of the members of the Council for the time being, one shall be the President and up to three shall be Vice-Presidents of the Association.

21.2 Council meetings after AGM

Immediately after the conclusion of every Annual General Meeting of the Association, there shall be held a meeting of the Council. At every such meeting the President of the Association (if any) and every Vice-President of the Association then in office shall retire from their respective offices, and the Council shall elect from their number a President and up to three Vice-Presidents; any person retiring from office as President or Vice-President shall be eligible for re-election, provided that no person shall be elected President more than twice pursuant to this Article unless the Council resolves otherwise by Special Resolution of the Council. No person shall in any event be elected as President more than three times.

21.3 Vacancies

The Council may at any time appoint a member of the Council to fill any casual or other vacancy in the office of President or of any of the Vice-Presidents. Any such appointment shall not be deemed to be an election for the purposes of Article 21.2.

21.4 Termination of office

A President or Vice-President shall cease to hold office as such if he ceases for any reason to be a member of the Council. Without prejudice to the foregoing, the Council may in its absolute discretion determine that such President or Vice-President shall be entitled to remain in office until the Annual General Meeting following his cessation of membership of the Council. The Council may act notwithstanding any vacancy in the office of President or in any of the offices of Vice-President.

22. DIRECTOR-GENERAL

22.1 Appointment of Director-General

The senior Executive Officer of the Association shall be known as the Director-General or such other title determined by the Council and shall be such person as from time to time appointed by a sub-committee of the Council.

22.2 Director-General to have control

Subject to the directions from time to time of the Council and save as otherwise provided in these Articles, the Director-General shall have general control of the business of the Association, the appointment, dismissal and terms of employment of its staff and shall perform such other functions as may from time to time be referred to him by the Council (with the authority of the Council) by any committee or Board of the Council, or any sub-committee of any such committee or Board.

22.3 Remuneration of Director-General

The remuneration of the Director-General will from time to time (subject to the provisions of any agreement between him and the Association) be fixed by a sub-committee of the Council.

22.4 Council's power to appoint Director-General

The Council shall have the power to appoint the Director-General or any other official of the Association to represent the Association on any organisation or body in which the Association or any of its members is interested.

23. PROCEEDINGS OF THE COUNCIL

23.1 Meetings

The Council shall hold at least four meetings in every year.

23.2 Purpose of meetings

Subject to the provisions of these Articles, the Council may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit.

23.3 Notice

- (a) Subject to paragraph (d) below, not less than four clear days' notice in writing shall be given of every meeting of the Council, unless a majority of the members of Council indicate their willingness to accept shorter notice of a meeting of Council, subject to any provision to the contrary in Article 28.
- (b) Subject to paragraph (d) below, notice of every meeting of the Council shall be given to all members of the Council, and to his alternate (if any). No notice need be given to alternate members who are for the time being absent from the United Kingdom. However, the non-receipt of notice by any member of Council or alternate will not invalidate the proceedings of the Council.
- (c) With respect to the notice of any meeting or the service of any such notice, the provisions of Article 28 shall be deemed to apply.
- (d) Notwithstanding anything contained in these Articles (but subject to any Special Resolutions of the Council) no notice need be given to any member of the Council of any meeting which is held immediately after the conclusion of an Annual General Meeting of the Association in accordance with Article 21.2.

23.4 Quorum

The quorum necessary for the transaction of the business of the Council may be fixed by Council from time to time. Unless otherwise determined six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

23.5 Any three members may call a meeting of Council

Any three members of the Council may, and on the request of any three members of the Council the Secretary shall, at any time, call a meeting of the Council.

23.6 Chairman of the Council

The President of the Association or in his absence the Vice-President shall be the Chairman of the Council and shall be entitled to preside at all meetings of the Council at which he shall be present. If there is no President or Vice-President, or if at any meeting the President or Vice-President is not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be the Chairman of the meeting.

23.7 Validity of acts of the Council or committee

All acts done by any meeting of the Council, or of a committee or sub-committee of the Council, or by any person acting as a member of the Council or any such committee or sub-committee, shall (as regards all persons dealing in good faith with the Association notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote), 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 or of the committee or sub-committee and had been entitled to vote.

23.8 Resolution in writing

A resolution in writing (or otherwise contained in an electronic communication) signed or approved by not less than 90 per cent of the members of the Council entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in like form each signed by one or more member of the Council.

23.9 Council meetings by telephone

All or any of the members of Council, or the members of any committee or sub-committee of Council, may participate in a meeting of Council or of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is present.

24. SECRETARY

- 24.1 The Secretary or such other title as determined by the Council shall be appointed by the Council for such term and upon such conditions as it may think fit. The remuneration of the Secretary shall be determined by the Director-General, or in his absence or failure to act, the Council. Any Secretary so appointed may be removed from office by the Council but at any time without prejudice to any claim for damages for breach of contract of service between him and the Association. If thought fit, two or more persons may be appointed as joint Secretaries and the Council may also

appoint from time to time on such terms as they think fit, one or more assistant or deputy Secretaries.

25. THE SEAL/EXECUTION OF DOCUMENTS

25.1 Use of Seal

- (a) The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a committee authorised by the Council in that behalf.
- (b) Every instrument to which the Seal shall be affixed shall be signed by one member of Council and the Secretary or by two members of Council or by one member of Council and some other person appointed by the Council for the purpose.
- (c) Where the Statutes so permit, any instrument signed by one member of Council and the Secretary or by two members of Council and expressed (in whatever form of words) to be executed by the Association shall have the same effect as if executed under the Seal.

25.2 Resolution to dispense with Seal

The Council may resolve (if such is lawful) that the Association shall not have a Seal.

26. ACCOUNTS

26.1 Account books

The Council shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall for this purpose mean such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.

26.2 Location of account books

The books of account shall be kept at the Association's Office, or at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.

26.3 Inspection of account books

The books of account shall be open to the inspection of any member of the Association on reasonable notice.

26.4 Income and expenditure account

At the Annual General Meeting in every year the Council shall lay before the Association an income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before that meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall not be less than twenty-one Clear Days before the date of the meeting be sent to the Auditors and to all members of the Association. The Auditors' report shall be available and open to inspection at the Annual General Meeting in accordance with section 235 of the Act.

27. AUDIT

27.1 Books of Account to be audited

Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet shall be ascertained by properly qualified Auditors.

27.2 Appointment of Auditors

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

28. NOTICES

28.1 Service of notice

A notice may be served by the Association upon any member or member of the Council either:

- (a) personally; or
- (b) by sending it by prepaid post to his registered address within the United Kingdom or to any other address within the United Kingdom supplied by him to the Association for that purpose; or
- (c) subject to his consenting to the giving of that notice by electronic communications, by giving it using electronic communications to an address for the time being notified for that purpose to the Association by him.

but in the absence of such address the member or member of the Council will not be entitled to receive from the Association notice of any meeting.

28.2 Service by post

A member or member of the Council giving to the Association an address outside the United Kingdom (who has not provided an address for electronic communications) will be entitled to receive all notices by air mail. A properly addressed and pre-paid notice by air mail will be deemed to have been given at the expiry of ten days from the date of posting.

28.3 Deemed service

Any notice, if served by post, shall be deemed to have been served on the day following posting, and, in proving such service, it shall be sufficient to prove that the notice was properly addressed and the postage was prepaid.

Any notice, if given using electronic communications, shall be deemed to have been served:

- (a) at the expiration of 48 hours after it was sent, and, in providing such service, it shall be sufficient to prove that the notice was sent in accordance with ICSA Guidelines; and
- (b) in the case of a notice in electronic format such as CD-ROM or audio tape sent by post on the day following posting and proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

28.4 Notice by electronic communication

When a notice to be given to a member using electronic communications has failed to be transmitted (or, in the case of a telephone call, has failed to connect) after two attempts, then that failure shall not invalidate any meeting or other proceeding to which the notice relates. As soon as practicable and in any event within 48 hours of the original attempt (or within 24 hours of the original attempt if it was made by telephone) a duplicate of the relevant notice shall be sent through the post to the member to his last known postal address.

29. INDEMNITY

Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council, agent, Secretary and other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association. In addition every member of the Council, agent, Secretary and other officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office.

30. WINDING UP

Clause 7 of the Memorandum of Association of the Association shall have effect as if the provision of that Clause were repeated in these Articles.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Netherthorpe (Chairman)	Fisons Limited 95 Wigmore Street London W1
G H Beeby (Chairman)	British Titan Products Company Limited Billingham Co. Durham
J C Hanbury (Chairman)	Allen & Hanburys Limited Three Colts Lane Bethnal Green London E2
Dennis E Wheeler (Managing Director)	The Wellcome Foundation Limited The Wellcome Building Euston Road London NW1
G Hickson (Managing Director)	Laporte Industries Limited 14 Hanover Square London W1
M J C Hutton- Wilson (Chairman)	Associated Chemical Companies Limited Harrogate Yorkshire
P S Linklater (Director)	Shell Chemical Company Limited Shell Centre Downstream Building London SE1
J E Taylor (Chairman of UK Chemical Group)	Unilever Limited Unilever House Blackfriars, London EC4
Owen Wansbrough- Jones (Executive Vice- Chairman)	Albright & Wilson Limited 1 Knightsbridge Green London SW1
J C Garrels (Chairman and Managing Director)	Monsanto Chemicals Limited 10-18 Victoria Street London SW1
G F Ashford (Director)	The Distillers Co. Limited 11/12 Torphichen Street Edinburgh
G H Kirby (Director)	Reckitt & Sons Limited Dansom Lane Hull

C M Wright (Personnel Director)	Yorkshire Imperial Chemical Industries Limited Imperial Chemical House Millbank London SW1
R B Robinson (Chairman)	The Midland Tar Distillers Limited Oldbury Birmingham
C K Williamson (Deputy Managing Director)	Boots Pure Drug Co. Limited Station Street Nottingham
Francis Leonard Waring	Coalite and Chemical Products Limited Buttermilk Lane Bolsover, Chesterfield Derbyshire
William Blakey (Chairman)	B. I. P. Chemicals Limited British Industrial Plastics Ltd Oldbury Birmingham
Frank Gregory (Director)	Imperial Smelting Corporation Limited 6 St James' s Square London SW1
Alexander Gray Ramsay (Vice-Chairman)	International Nickel Limited Thames House Millbank London SW1

Dated 10 September 1965

Witness' Signature:

Name (in capitals): A J CHANT

Address: 86 The Strand, London WC2 and Hoyle Cottage, Ewhurst, Surrey

Occupation: Secretary