

The Companies Acts 1948 to 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF THE

**BREWERS AND LICENSED
RETAILERS ASSOCIATION**

*(dated 27th August, 1974:
with amendments up to 31st December, 1999)*



1. The name of the Company (hereinafter called "the Association") is the "BREWERS AND LICENSED RETAILERS ASSOCIATION".
2. The registered office of the Association will be situated in England.
3. The object for which the Association is established is to encourage and promote the rendering by the brewing industry and licensed trade of good service to the public, and the maintenance and improvement of the quality of its products and services, an to this end:
 - (A) To negotiate, liaise with and ascertain the views of government departments and other national and international bodies; and to co-operate with other bodies at all levels of commercial, technical and professional competence whose objects and purposes may be related to those of the Association.
 - (B) To foster the growth of knowledge of the science and technology of brewing.
 - (C) To foster co-operation between its members on matters pertaining to the brewing industry and licensed trade.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

- (b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (d) To borrow or raise money on such terms and on such security as may be thought fit.
- (e) To invest the moneys of the Association not immediately required for its purpose 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.
- (f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (g) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Association 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 Council of Management or Governing Body of the Association shall be chargeable for any such property that 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly or separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association -

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent. less than the minimum lending rate prescribed for the time being by the Bank of England or 5 per cent. whichever is greater;
- (C) of reasonable and proper rent for premises demised or let by any member of the Association;
- (D) to any member of the reasonable market price, or an abated price, for goods supplied by such member at the request and to and for the purposes of the Association, being goods which are bona fide required for the purposes of the Association and which it is in the ordinary course of the business of that member to supply."

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some charitable institution or some institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 of this Memorandum, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

F.O.A.G. BENNETT Downe Lodge Downe, Kent	Brewery Chairman
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M.G.T. WEBSTER The Vale, Woodside, Windsor Forest, Berkshire	Brewery Chairman
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T.B. BUNTING Langley Corner Farm, Maidstone, Kent	Chartered Accountant
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J.N.S.H. MASTER The Dower House, Crawley, Winchester, Hampshire	Retired
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BOYD Ince Castle, Saltash, Cornwall	Peer of the Realm
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DOUGLAS NICHOLSON Southill Hall, Near Chester le Street	Brewery Chairman
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W.H. WHITBREAD Letterewe, Achnasheen, Loch Maree	Brewery President
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Dated this 27th day of August, 1974.

Witness to the above signatures:

J. MCNALLY 12 Cressy Court, 203 Goldhawk Road London W.12	Trade Association Executive
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The Companies Acts 1948 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association

OF THE

**BREWERS AND LICENSED
RETAILERS ASSOCIATION**

*(dated 27th August, 1974:
with amendments up to 31st July, 1999)*

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1985.
These presents	These Articles of Association, and the regulations of the above-named company from time to time in force.
The Association	The above-named company.
The Council	The governing body for the time being of the Association.
Qualified person	Any person who is a qualified person within the meaning of Article 40(2).
The Office	The registered office of the Association.
The Seal	The Common Seal of the Association.

WORDS

MEANINGS

The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Memorandum	The Memorandum of Association of the Association
The General Secretary	The Secretary of the Association.
Full On-licensed Outlet	Premises for which a justices' on-licence as defined in section 1(2) of the Licensing Act 1964 is in force not being a licence to which Part IV of that Act applies.
Subsidiary	As defined in section 736(1) of the Act.
The Territories	The United Kingdom, the Channel Islands and the Isle of Man.

Any words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents becoming binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association propose to be registered is one hundred, but the Council may from time to time register an increase of members.
3. The provision of sections 352 and 353 of the Act shall be observed by the Association, and every member of the Association (other than the Subscribers to the Memorandum) shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum.

MEMBER CATEGORIES

5. Members shall be of three categories, namely:-

- (i) Full Members
- (ii) Associate Members
- (iii) Honorary Members

of which the first only shall constitute members of the Association for the purposes of the Act and shall be entitled to vote at any general meeting of the Association: but all three categories are in these Articles referred to as "members".

FULL MEMBERS

6. (1) The Council may, in accordance with Article 9, elect as a Full Member of the Association any company or partnership which is qualified for election as such under this Article.

(2) Subject to the provisions of clauses (5) and (6) of this Article, a company or partnership shall be qualified for election under this Article if, and shall not be qualified unless, it satisfies the requirements of clause (3) or (4) of this Article.

(3) A company or partnership shall satisfy the requirements of this clause if it is carrying on business as a wholesale brewer in the territories, and, with its subsidiaries, it is producing beer at a rate in excess of 5,000 bulk barrels per annum within the territories.

(4) A company or partnership shall satisfy the requirements of this clause if, with its subsidiaries, it subscribes for a minimum of 50 full on-licensed outlets under a freehold interest or a lease granted for a term of 21 years or more.

(5) The subsidiary of any company which is qualified for election as a Full Member of the Association shall not itself be so qualified.

(6) Where a company which is established for the conduct of business in the territories, but does not itself carry on business as a wholesale brewer or own full on-licensed outlets in the territories, has a subsidiary which satisfies the requirements of clause (3) or (4) of this Article, the Council at the request of that company may by resolution deem that company to be qualified for election as a Full Member by virtue of the business being carried on or the full on-licensed outlets owned by that subsidiary.

ASSOCIATE MEMBERS

7. (1) The Council may, in accordance with Article 8, elect as an Associate Member of the Association any company which is not qualified for election as a Full Member but is qualified for election as an Associate Member under this Article and has lodged an application in such form as the Council shall from time to time prescribe.

- (2) A company shall be qualified under this Article if it -
- (i) conducts business as a wholesale brewer outside the territories;
 - (ii) at the time of election produces beer at a rate in excess of 2 million bulk barrels of beer per annum; and
 - (iii) has a significant current commercial interest, whether through brand presence or otherwise, in the United Kingdom beer market.

(3) Subject to the provisions of this Article and Article 12(6) (termination of membership), Associate Members shall have the rights, entitlements, liabilities and obligations of Members of the Association except for the rights, entitlements, liabilities and obligations which are reserved for or imposed only upon Full Members by these Articles.

- (4) An Associate Member -
- (i) may be invited by the Council to nominate a representative to attend meetings of the Council, but shall not be entitled to nominate a member of the Council
 - (ii) shall be entitled to receive notice of and nominate a representative to attend all General Meetings of the Association
 - (iii) shall not be entitled to vote at any meeting of the Council or at a General Meeting.

HONORARY MEMBERS

8. At any Council Meeting the Council may elect Honorary Members of the Association who shall hold office during the pleasure of the Council. Such Honorary members shall be entitled to receive notices of and to attend all General Meetings of the Association, but shall not be entitled to vote thereat or to hold any office in the Association other than that of President or Vice-President.

ELECTION OF FULL MEMBERS AND ASSOCIATE MEMBERS

9. Candidates for Full Membership or Associate Membership of the Association shall require to be elected by the vote of a majority present at a meeting of the Council taken pursuant to a proposal for such membership made by one Full Member and seconded by another.

MEMBERS' REPRESENTATIVES

10. Any member which is a company may (without prejudice to section 375 of the Act) by notice in writing to the General Secretary from time to time nominate and terminate nomination of a representative to act on its behalf at any meeting or other proceeding of the Association, and a person so nominated shall be entitled to exercise the same powers, rights and privileges on behalf of the company which he represents as that company could exercise if it were an individual member of the same category.

SUBSCRIPTIONS

11. (1) Full Members (other than subscribers to the Memorandum) and Associate Members shall pay a subscription to the Association in each financial year thereof. No subscription shall be required of Honorary members or subscribers to the Memorandum.

(2) The subscription to be paid by a Full Member in any financial year shall be determined by multiplying the respective subscription rates calculated in respect of that year under clause (6) of this Article by the Member's beer sales, managed outlet ownership and tenanted/leased outlet ownership. Where the total of managed and tenanted/leased outlets are in any one year fewer than 50, subscription shall be calculated on a minimum of 50 such outlets, with the additional subscription being calculated in proportion to the actual number of managed and tenanted/leased outlets owned.

- (3) (i) Subject to sub-clause (ii) below, a Full Member's beer sales, managed outlet ownership and tenanted/leased outlet ownership shall be defined as follows:-

Beer sales means the total sales of that Member (and its subsidiaries) during the immediately preceding financial year (in bulk barrels, net of returns) of beer (including low-alcohol and alcohol free beers) which that Member (or its subsidiaries) produced in or imported into the territories, less any beer which having been produced in or imported into the territories by that Member (or its subsidiaries) was exported from the territories by that Member (or its subsidiaries) during that immediately preceding financial year.

Managed outlet ownership means the highest number of full on-licensed outlets directly managed by that Member (or its subsidiaries) at any time during the immediately preceding financial year.

Tenanted/Leased outlet ownership means the difference between the highest number of full on-licensed outlets owned by that Member (or its subsidiaries) at any time during the immediately preceding financial year and that Member's managed outlet ownership.

- (ii) Where a Full Member is elected to Full Membership but has -
- (a) not produced beer regularly throughout the whole of the financial year preceding election; or
 - (b) owned less than 50 full on-licensed outlets during the whole of the financial year preceding election

then that Full Member's subscription shall be determined according to an annualised rate of production calculated by reference to the beer produced by that Full Member during the three months prior to its election or such shorter period during which beer shall have been produced prior to election and the number of full on-licensed outlets,

whether tenanted/leased or directly managed by that Full Member, subject to a minimum of 50, subscribed for within the meaning of sub-clause 3(i) above on the date of election .

(4) In calculating a Member's beer sales for the purposes of Clause (3) there shall be included the volume of any liquor added or intended to be added to that beer by the Member or any other person.

(5) Where the beneficial interest in 15% or more of the issued share capital of a body corporate which is not a Full Member of the Association (or its subsidiary) is held by a Full Member of the Association (or its subsidiary), then any beer produced or full on-licensed outlets owned by that body corporate shall be attributed to that Member, for the purpose of calculating that Member's subscription, in the same proportion as the equity shareholding in that body corporate of the Member (and its subsidiaries) bears to the issued equity share capital of that body corporate.

(6) Subject to the provisions of clause (7) of this Article, the subscription rates to be used for computing the subscriptions of Full Members and the subscriptions of Associate Members shall be such as the Council shall prescribe and promulgate prior to the commencement of the financial year to which they relate.

(7) The Council may modify the application of clause (6) of this Article, by making differential provision as between -

- (i) Full Members whose principal place of business is outside England, Scotland and Wales and those whose principal place of business is within England, Scotland and Wales;
 - (ii) Associate Members, according to such criteria as the Council may from time to time determine.
- (8) Subscriptions shall be due on the 1st October in each financial year, save that
- (i) a Full Member or an Associate Member may pay by equal quarterly instalments on 1st October, 1st January, 1st April and 1st July;
 - (ii) where the membership of a Full Member or an Associate Member commences after the commencement of a financial year, the subscription for that year shall be computed at the rate of 1/12th of the full year's subscription for each unexpired month or part month of that year measured from the date of election.

TERMINATION OF MEMBERSHIP

12. (1) Any Member may at any time give 12 months notice of resignation of membership to the General Secretary in which case the subscription payable by such Member in the financial year during which such period of notice expires shall be reduced by a proportion equal to the proportion of that financial year remaining after such expiry.

(2) Subject to clause (3) of this Article, a Full Member of the Association which ceases for any consecutive period exceeding 90 days to be qualified for election under Article 6 may be required by the Council to resign and if it does not so resign the Council may remove its name from the register or list of Members. Such Member shall be entitled to the refund of any unexpired portion of its annual subscription.

(3) Any Full Member of the Association which was such a Member on the 30th September 1989, or was an Associate Member immediately prior to the 1st January 1992, shall not be regarded as having ceased to be qualified for election under clause (2) of this Article on the ground only of failing to satisfy the quantitative requirements of clause (3) or (4) of Article 6.

(4) A Member whose subscription in respect of any financial year, or any instalment thereof, shall be more than three months in arrear may be required by the Council to resign and if it does not so resign the Council may remove that Member's name from the register or list of Members. Such member shall be liable to pay all outstanding subscription due at the time it resigns or its name is so removed.

(5) Any Member which conducts itself in a manner which in the opinion of the Council is inimical to the interests of the Association, or which becomes bankrupt, or compounds with its creditors or, being a company, goes into liquidation other than for the purpose of amalgamation or reconstruction, may be required by the Council to resign and, if within 14 days after receipt of a notice requiring it to resign, it does not either resign or require the matter to be brought before a General Meeting at which it may speak and defend itself, the Council may remove its name from the register or list of Members. In the event of the matter being referred to such a general meeting, and a resolution being passed that such Member shall be expelled from the Association, then such Member shall *ipso facto* cease to be a Member of the Association. No Member on being expelled shall be entitled to the refund of any unexpired portion of its annual subscription, but shall be liable for any outstanding subscription.

(6) The membership of an Associate Member may be terminated at any time by resolution of the Council. Subject to clause (5) above such member shall be entitled to the refund of an unexpired portion of its subscription from the date of termination.

RECEIPT OF PAPERS AND INFORMATION

13. When a Member cannot or does not support any work or policy carried out, adopted or pursued by the Association, that Member shall not be entitled to receive any papers or information relating to that work or policy and shall not be entitled to participate in such work or policy.

AFFILIATED ASSOCIATIONS

14. The Council may from time to time authorise any regional or local association of brewers or of brewers and owners of full on-licensed outlets to be "affiliated" to the Association, and may at any time revoke any authority so given. No such authority shall be given to any association if the members thereof which are not Members of the Association own in excess of 10% of the full on-licensed outlets owned by its members.

GENERAL MEETINGS

15. The Association shall hold a General meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of incorporation or in the following year. So far as practicable the Annual General Meeting shall be held within four months of the close of the financial year of the Association.

16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

17. The Council may whenever they 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 368 of the Act, or upon -

- (A) the direction of the Chairman, or a Vice-Chairman;
- (B) the requisition of not less than six members of the Council.

18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the Full Members, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Council and of the Auditors, the election or re-election of the President (if any), the Chairman, Vice-Chairmen, and Vice-Presidents, of the Association, and the appointment of, and the fixing of the remuneration of, the Auditors.

21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty Full Members personally present shall be a quorum.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

23. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then any Vice-Chairman who is present and willing shall preside (and, if more than one, such of them as shall be agreed between them or determined by lot). If none of the foregoing are present and willing, the Full Members present shall elect from among the Vice-Presidents present, whom failing then from among the Full Members present, a Chairman of the meeting.

24. 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, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. 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 upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least five Full Members present in person or by proxy or by a Full member or Full Members present in person or by proxy and representing one-tenth of the total voting rights on a poll of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

26. Subject to the provisions of Article 27, 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.

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

28. 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.

29. 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 FULL MEMBERS

30. Subject as hereinafter provided every Full Member shall have one vote.
31. Save as herein expressly provided no Full Member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
32. On a poll every Full Member shall have one vote and an additional vote for every £50 or part of £50 in excess of the first £50 of the amount of his subscription (if any) paid or payable for the year then current.
33. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
34. 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 instrument of 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.
35. A vote given in accordance with 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.
36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"BREWERS AND LICENSED RETAILERS ASSOCIATION

"I ,
"of ,
"a Full Member of the BREWERS AND LICENSED
"RETAILERS ASSOCIATION hereby appoint ,
"of ,
"and failing him, ,
"of ,
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Association to be held on the
"day of and at every adjournment thereof.

"As witness my hand this day of , 19 ."

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

PRESIDENT AND VICE-PRESIDENTS

37. (1) At the Annual General Meeting the Full Members present shall have power to elect a President and not more than twenty-five Vice-Presidents of the Association. At an Extraordinary General Meeting, the Full Members present shall have power to fill any vacancy that may exist in such offices. Every candidate for such an office must be proposed by one and seconded by another Full Member at least twenty-eight days before the date of the meetings, by notice in writing to the General Secretary, but need not be a qualified person or member of the Association.

(2) The names of all candidates duly proposed and seconded as aforesaid shall be included in the notice of the meeting.

(3) The offices of President and Vice-President may be resigned by notice in writing to the General Secretary.

(4) The first holders of office as President and as Vice-Presidents shall be as provided by Article 40(4).

(5) Any election under this Article may be revoked by a General Meeting. Subject thereto, and to Clause (3) of this Article, the office of President or Vice-President shall be held for life.

CHAIRMAN AND VICE-CHAIRMEN

38. (1) At the Annual General Meeting the Full Members present shall elect a Chairman and one or more Vice-Chairmen of the Association to serve until the conclusion of the next Annual General Meeting. Every candidate for the Chairmanship or Vice-Chairmanship must be a qualified person and must be proposed by one and seconded by another Full Member at least twenty-eight days before the date of the meeting, by notice in writing to the General Secretary.

(2) The names of all candidates duly proposed and seconded as aforesaid shall be included in the notice of the meeting.

(3) Any casual vacancy in the office of Chairman or in the office of Vice-Chairman which may occur may be filled by the Council at any meeting.

THE COUNCIL

39. (1) Subject to the provisions of these Articles the management of the affairs of the Association shall be vested in the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for

the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

(2) The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

COMPOSITION OF THE COUNCIL

40. (1) Subject to Clause (4) of this Article, the Council shall consist of -

(A) the following *ex officio*:

- (i) the Chairman and Vice-Chairmen of the Association;
- (ii) the Chairman of the Supervisory Board and the Chairmen of all Executive Committees of Council;

(B) the persons for the time being duly nominated by the Full Members in accordance with Article 42;

(C) the persons for the time being duly elected as representatives in accordance with Article 43; and

(D) such (if any) persons as shall for the time being be the subject of co-option in accordance with Article 44.

(2) The duly nominated or elected alternate of a member of the Council may act as a Member of the Council at any time when the member of whom he is the alternate is unable himself to act.

(3) (i) Nothing in these Articles shall prevent any person holding office on the Council by virtue of more than one qualification.

(ii) No nomination or election to the Council shall take effect until notified in writing to the General Secretary.

(4) Questions arising at any meeting of Council shall be determined by 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 at least five members present at the meeting. If a poll is so demanded it shall, subject to the provisions of this Article, 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 decision of Council on the question in respect of which it held. The demand for a poll may be withdrawn.

QUALIFIED PERSONS

41. (1) No person shall be eligible to hold office on the Council who is not -
- (A) the President or a Vice-President of the Association, or
 - (B) a "qualified person" as next hereinafter defined.
- (2) For the purposes of these Articles, "qualified person" means a director or partner of a Full Member (or its subsidiaries).

NOMINATIONS TO COUNCIL BY FULL MEMBERS

42. (1) Every Full Member shall whilst such be entitled to nominate a member or members of the Council as provided in this Article, and also an alternate for each member of the Council which it is so entitled to nominate. Each nominee (including alternates) must be a qualified person and every such nomination:
- (A) shall be made by notice in writing to the General Secretary;
 - (B) may be made, and by like notice may be revoked at any time;
 - (C) shall be deemed revoked *ipso facto* if:
 - (i) the nominee resigns by notice in writing to the General Secretary;
 - (ii) the nominee ceases to be a qualified person; or
 - (iii) the Full Member by which it was made ceases to be a Full Member:
 Provided nevertheless that if a Full Member of the Association ceases to be such by reason of becoming the subsidiary of some other Full Member, any member of the Council nominated by that former Full Member may continue to hold office as such until the next Annual General Meeting of the Association held thereafter.
- (2) The number of members (excluding alternates) to be so nominated by any Full Member shall be determined in accordance with the following table -

Where the relevant factor used for calculating that Member's subscription under Article 11 is -	That Member may nominate up to -
Not more than 625,000	One member
More than 625,000 but not more than 1,250,000	Two members
More than 1,250,000 but not more than 3,750,000	Three members
More than 3,750,000 but not more than 6,250,000	Four members
More than 6,250,000	Five members

ELECTION TO THE COUNCIL BY AFFILIATED ASSOCIATIONS

43. (1) Every association which is affiliated to the Association under Article 14 shall be entitled to elect a qualified person as its representative on the Council of the Association, and may also elect a qualified person as an alternate to such representative. Every such election shall be carried out in such manner as the affiliated association shall determine.

(2) Such a representative shall cease to hold office on the Council -

- (i) upon the expiry of any fixed period for which he was elected;
- (ii) upon his resignation by notice in writing to the General Secretary;
- (iii) upon his ceasing to be a qualified person;
- (iv) if the affiliated association he represents so resolves.

(3) The alternate of any such representative shall cease to hold such office -

- (i) upon the cesser to hold office of the representative whose alternate he is;
- (ii) upon the occurrence in his own case of any of the events specified in paragraphs (i) to (iv) of clause (2) of this Article.

CO-OPTION TO THE COUNCIL

44. (1) The Council may co-opt as members of the Council up to six qualified persons who, in the opinion of the Council, possess qualities which would benefit the work of the Council.

(2) A co-opted member of the Council shall retire at the conclusion of the Annual General Meeting next following his appointment but if otherwise qualified may again be co-opted in the ensuing year.

(3) A co-opted member of the Council may resign by notice in writing to the General Secretary and shall vacate office *ipso facto* if he ceases to be a qualified person.

COMMITTEES OF THE COUNCIL

45. (1) The Council shall appoint a Supervisory Board and such Executive Committees as the Council shall see fit, and may appoint to serve on them qualified persons not already holding office on the Council, but no person who is not a qualified person shall be a member of the Supervisory Board or any of the Executive Committees, except that the Council may appoint to such Executive Committees any person representing an organisation other than the Association who is not so qualified. The functions and membership of the Supervisory Board and the Executive Committees shall be as determined from time to time by the Council.

(2) The Council may appoint such other committees, additional to the Executive Committees, as it shall think fit and may delegate to any such other committee such of the duties powers and privileges of the Council, not being such as are delegated to the Executive Committees, as the Council may think fit. Persons who are not, as well as persons who are, members or qualified persons may serve on any Committee appointed under this clause.

(3) The Chairman and Vice-Chairmen of the Association shall, *ex officio*, be members of all Committees of the Association.

(4) Three members present at any meeting of any Committee shall constitute a quorum, unless it shall have been otherwise determined by the Council.

(5) Unless the Council otherwise directs, the Committees shall continue to discharge their duties and functions until the appointment of fresh Committees at the Council meeting next following the ensuing Annual General Meeting.

(6) The Committees shall have power to make rules and regulations for the transaction of their business. The decision of the Chairman of any meeting of a Committee on any matter of procedure shall be final.

(7) The Committees shall have power to appoint Sub-Committees to whom, subject to any directions of the Council, they may delegate such of their business as they may think fit. Two members of such a Sub-Committee present at a meeting thereof shall form a quorum. Persons who are not, as well as persons who are, members or qualified persons may serve on any Sub-Committee appointed under this clause.

(8) Every Sub-Committee appointed under this Article shall continue to transact such business as has been delegated to it until dissolved by the appointing Committee or by Council.

PROCEEDINGS OF THE COUNCIL

46. (1) Meetings of the Council shall be held at intervals of not less than three months and shall be convened by the General Secretary.

(2) A meeting of the Council shall be convened -

- (i) by direction of the Council;
- (ii) at the request of -
 - (a) the Chairman or any of the Vice-Chairmen;
 - (b) any ten members of the Council.

(3) Twenty members of the Council personally present at any meeting thereof shall constitute a quorum.

(4) Questions arising at any meeting of the Council shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(5) At any poll held under this Article every member of Council present and voting shall have one vote and such number (if any) of additional votes as he may be entitled to under the following rules.

Case
Any member who holds his seat on Council as the nominee of a Full Member of the Association, and who is the only or the first such nominee of that Full Member to vote at the poll.

Additional Votes
One vote for every £50 of subscription paid or payable by that Full member in the year then current.

Any other member

Nil

(6) The Chairman, failing whom a Vice-Chairman, shall be Chairman at the meetings of the Council, but if none of them is present and willing to act the members of the Council present shall choose one of the Vice-Presidents present and willing to act, failing whom one of their body, to be Chairman of the meeting.

(7) The Council may regulate their meetings as they think fit, by Standing Order or otherwise, and any question of procedure arising and not otherwise regulated shall be decided by the Chairman of the meeting at which it arises.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47. The office of a member of the Council shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to hold office by reason of any order made under sections 1 and 2 of the Company Directors Disqualification Act 1986.
- (D) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- (E) In such other circumstances as are prescribed by the Articles.

MINUTES

48. The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of Committees and Sub-Committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

DEFECTIVE APPOINTMENTS, ETC., NOT TO INVALIDATE PROCEEDINGS

49. All acts done by the Council or by any Committee or Sub-Committee, or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards be discovered that there was any defect in the appointment of the Council or Committee, or Sub-Committee, or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the Council) shall be as valid as if every such person had been duly appointed, and was at the time qualified to be a member of the Council or Committee or Sub-Committee.

SIGNED RESOLUTIONS IN LIEU OF MEETINGS

50. A resolution in writing signed by all the members for the time being of the Council or of any Committee or Sub-Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee or Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee or Sub-Committee duly convened and constituted.

DIRECTOR GENERAL

51. (1) There shall be a chief executive officer of the Association who shall be styled the "Director General".

(2) At the first meeting of the Council, and from time to time thereafter as occasion may require, the Council shall appoint a Director General for such time, at such remuneration and upon such terms as it may think fit, and any Director General so appointed may be removed by the Council.

(3) The Director General shall perform such duties as shall be assigned to him by or under the authority of the Council.

GENERAL SECRETARY

52. (1) The Association shall have a Secretary who shall be called the General Secretary.

(2) At the first meeting of the Council, and from time to time thereafter as occasion may require, the Council shall appoint a General Secretary for such time, at such remuneration and upon such conditions as it may think fit, and any General Secretary so appointed may be removed by the Council. The provisions of section 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy to the General Secretary, and any person so appointed may act in place of the General Secretary if there be no General Secretary or no General Secretary capable of acting.

APPOINTMENTS OF OTHER OFFICERS AND SERVANTS

53. The Council may, from time to time, appoint and remove such officers and servants of the Association as it shall think fit, and also appoint and remove Solicitors and other such Agents as it may think fit, and shall have full power from time to time to determine the respective duties and powers of the persons so appointed, and to fix their respective salaries, fees or remuneration.

THE SEAL

54. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council or of a Committee of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by two members of the Council and the General Secretary, and in favour of any purchaser or person *bona fide* dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

FINANCIAL YEAR

55. Unless the Council shall otherwise determine, the financial year of the Association shall begin on October 1st and end on September 30th of the following year. The first accounts of the Association shall be made up for the period from incorporation to 30th September in the calendar year next following.

ACCOUNTS

56. The Council shall cause proper books of accounts 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 receipts and expenditure take place;
- (B) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

57. The books of account shall be kept at the Office, or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

58. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meetings.

59. At the Annual General Meeting in every year the Council shall lay before the Association a proper 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 of not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 238 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which the notices are hereinafter directed to be served.

AUDIT

60. 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 ascertained by one or more properly qualified Auditor or Auditors.

61. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and the Companies Act 1989.

NOTICES

62. A notice may be served by the Association upon any Full Member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members. A notice may be served by the Association upon any member other than a Full Member, or upon any member of the Council or officer of the Association as such, by sending it through the post in a prepaid letter addressed to such person at his last notified place of abode or business.

63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

F.O.A.G. BENNETT Downe Lodge Downe, Kent	Brewery Chairman
M.G.T. WEBSTER The Vale, Woodside, Windsor Forest, Berkshire	Brewery Chairman
T.B. BUNTING Langley Corner Farm, Maidstone, Kent	Chartered Accountant
J.N.S.H. MASTER The Dower House, Crawley, Winchester, Hampshire	Retired
BOYD Ince Castle, Saltash, Cornwall	Peer of the Realm
DOUGLAS NICHOLSON Southill Hall, Near Chester le Street	Brewery Chairman
W.H. WHITBREAD Letterewe, Achnasheen, Loch Maree	Brewery President

Dated this 27th day of August, 1974.

Witness to the above signatures:

J. MCNALLY 12 Cressy Court, 203 Goldhawk Road London W.12	Trade Association Executive
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REGIONAL AND TERRITORIAL ASSOCIATIONS

*affiliated to the Association
and the areas which they represent*

<i>Areas</i>	<i>Associations</i>
1. Scotland	Brewers' and Licensed Retailers' Association of Scotland
2. Cleveland, Durham, Northumberland, Tyne & Wear	North East Brewers' Association
3. Anglesey, Cheshire, Clwyd, Cumbria, Greater Manchester, Gwynned, Lancashire, Merseyside, Powys (north)	North West Brewers' and Licensed Retailers' Association
4. North Humberside, Yorkshire	Yorkshire Brewers and Licensed Retailers Association
5. Derby, Hereford/Worcester, Leicester, Lincoln, Northampton, Nottingham, Shropshire, South Humberside, Stafford, Warwick, West Midlands	Midland Counties Brewers' and Licensed Retailers Association
6. Dyfed, Glamorgan, Gwent, Powys (South)	South Wales Brewers and Licensed Retailers Association
7. Bedford, Buckingham, Cambridge Essex, Hertford, Norfolk, Suffolk	Eastern Counties Brewers' Association
8. Avon, Cornwall, Devon, Dorset, Gloucester, Oxford, Somerset, Wiltshire	West of England Brewers' Association
9. Berkshire, Kent, Hampshire, Isle of Wight, Surrey, Sussex	South Eastern Brewers and Licensed Retailers Association
10. London	Association of London Brewers and Licensed Retailers

ASSOCIATE MEMBERS

The following resolutions were passed by the Council on 14 December 1994:

SUBSCRIPTIONS

"That Associate Members shall pay subscriptions to the Association for the Association's financial year 1994-95 according to the following table:-

<u>Global Production of Beer in Bulk Barrels of the Associate Member</u>	<u>Annual Subscription Payable by that Member</u>
20 million or more	£100,000
Less than 20 million	£70,000

INVITATION TO ATTEND COUNCIL

"That the Director should invite Associate Members to nominate representatives to attend Council meetings."

SEALING

The following resolutions were passed by the Council on 12th February, 1975:

1. *Common Seal of the Association*

That the seal now produced by the General Secretary, an impression whereof is now made in the minute book, be adopted as the common seal of the Association.

Provided that until such time as a licence is issued to the Association under section 19 of the Companies Act 1948 the temporary seal now produced by the General Secretary, an impression whereof is now made in the minute book, shall be the common seal of the Association in place of the seal adopted as aforesaid.

2. *Sealing Committee*

That a sealing committee of the Council be formed with power to authorise the affixing of the seal to any deed, contract or other instrument to which the Association shall be a party, that the persons who for the time hold office respectively as Chairman of the Association, Chairman of the Executive Committee, Vice-Chairman of the Executive Committee and Chairman of the Finance Committee shall be members of such committee; and that -

- (1) the quorum of the committee shall be any two of such persons;
- (2) meetings of the committee may be called by notice in writing or orally by the General Secretary and it shall not be necessary to give notice of meetings to all the members of the committee;
- (3) a resolution in writing signed by not less than two members of the committee shall be as valid and effectual as a resolution passed at a meeting of the committee duly held.

INDEX

	<i>Page</i>		<i>Page</i>
Accounts	22	General Meetings,	12
Adjournment of General Meetings	13	Adjournment	12
Affiliated Associations	11,25	Chairman at	12,13
Alternate Representatives		Poll at	13
on Council	17,18	Proceedings at	12
Associate Members	7	Quorum at	12
Election of	8	General Secretary	21
Subscriptions	26	Honorary Members	8
Associations, Affiliated	11,25	Liability of Members	3
Elections to Council	18	Meetings, General	12
Audit	23	Adjournment	12
Brewers' Associations	26	Chairman at	12
Brewers and Licensed Retailers Association		Notice required	12
Name	1	Poll at	13
Office	1	Proceedings at	12
Objects	1	Quorum at	12
Powers	2	Members,	
Chairman,		Of Council, Disqualification	20
Election of	15	Full, Election of	8
At Council	19,20	Full, Qualification of	7
At General Meetings	12,13	Full, Votes of	14
Committees,		Honorary	8
Of the Council	18	Liability of	3
Appointment of	18	Representatives	8
Membership	18	Membership	
Minutes	20	Categories	7
Qualifications for	19	Of Committees	18
Quorum	19	Termination	11
Council,		Memorandum and Articles, Subscribers to	4,24
Alternate Representatives	17,18	Minutes of Council,	
Chairman	20	Committees and Sub-Committees	20
Committees of	18	Name of Association	1
Composition	16	Nominations to Council	17
Convening of Meetings	19	Notice required for Meetings	12
Co-option to	18	Notices, service of	23
Disqualification of Members	20	Objects of the Association	1,2
Elections to by Affiliated Associations	18	Officers and Servants of the Association	21
Minutes	20	Offices of the Association	1
Nominations to by Full Members	17	Poll at General Meetings	13
No Age Limit for	21	Powers of Council	15
Powers of	16	Of the Association	2
Proceedings of	19	President and Vice-Presidents	15
Qualifications for	17	Proceedings at General Meetings	12
Quorum	19	Qualified Persons, for Committees	19
Voting at	19	For Council	17
Defective Appointments		For Sub-Committees	19
not to invalidate proceedings	21	Quorum,	
Definitions in Articles	5	For Committees	19
Director-General	21	For Council	19
Disqualification of Council Members	20	For General Meetings	12
Dissolution	3	For Sub-Committees	19
Election		Regional Associations	25
Of Chairman and Vice-Chairman	15	Representatives of Members	8
To Council by Affiliated Associations	18	Resolutions, signed: in lieu of Meetings	21
Of Full Members	8	Seal	22,27
Executive Committees	18	Sealing Committee	27
Qualifications for	19	Subscribers to Memorandum and Articles	4,24
Financial Year	22	Subscriptions	
Full Members,	7	Full Members	9
Election of	8	Associate Members	26
Nominations to Council	17	Termination of Membership	10
Qualifications for	7	Votes of Full Members	14
Votes on Poll	14	Voting at Council	19