

Company Number 02690377

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

BREWING RESEARCH INTERNATIONAL

(the "Company")

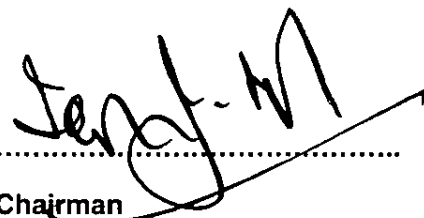
**RESOLUTIONS OF THE MEMBERS
OF THE COMPANY**

26 August 2008

At a GENERAL MEETING of the Company, duly convened and held in accordance with the Company's Articles of Association at Brewers' Hall, Aldermanbury Square, London, EC2V 7HR the following SPECIAL RESOLUTIONS were duly passed -

SPECIAL RESOLUTIONS

- 1 THAT the regulations set forth in the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof
- 2 THAT the proposed merger between the Company and Campden & Chorleywood Food Research Association be approved and that the Board is authorised to approve the terms of the merger on behalf of the Company


.....
Chairman



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

Memorandum

and

Articles of Association

Of BREWING RESEARCH INTERNATIONAL

Incorporated on 24th February 1992

Adopted by Special Resolution passed on 26th August 2008

A handwritten signature in black ink, appearing to be 'J. Allen', is written over the date '26th August 2008'.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
BREWING RESEARCH INTERNATIONAL**

- 1 The name of the Company (hereinafter called "BRI") is "Brewing Research International"
- 2 The registered office of BRI will be situated in England and Wales
- 3 The objects for which BRI is established are -
 - A) to undertake scientific research and to promote and encourage investigation and education in such sciences and arts as are or may be capable of practical application to the Fermentation Industries (that is to say all or any of the industries engaged or concerned in any country of the world in the manufacture of beer, cider, malts, spirits, wines and vinegar or in supplying materials and equipment to those engaged in the manufacture of such products), and
 - B) to undertake scientific research and to promote and encourage investigation and education into and in regard to products, materials, equipment, and techniques of whatsoever nature which are or may be of relevance to the Fermentation Industries, and
 - C) to undertake scientific research and to promote and encourage investigation and education into and in regard to issues of food safety and issues relating to the wholesomeness of alcoholic beverages
- 4 BRI shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely
 - A) to equip and maintain laboratories, libraries, lecture rooms, offices, and other conveniences,
 - B) to provide for the delivery and holding of lectures, classes, courses of instruction, meetings, conferences, exhibitions and to act generally in the acquisition, promotion, compilation and dissemination of knowledge,
 - C) to produce, publish and distribute books, periodicals and papers, and generally to exploit the written medium and all other media for the dissemination of knowledge whether alone or by way of joint or co-operative activity,
 - D) to aid, support and make donations to charitable and other organisations, incorporated or unincorporated, having similar or kindred objects to those of BRI and carried on otherwise than with a view to profit,
 - E) to act in communication and co-operation with other organisations, having similar or kindred objects, to maintain representation in or upon committees and other bodies

and organisations active in fields of mutual concern, and to participate in joint activities with others,

- F) to take, by gift or otherwise, 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,
- G) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of BRI,
- H) to undertake and execute any charitable or other trusts which may lawfully be undertaken by BRI,
- I) to borrow or raise money on such terms as may be thought fit and to grant security by way of bond, mortgage, charge, debenture or otherwise over all or any part of BRI's property,
- J) to invest the moneys of BRI not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- K) 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,
- L) to accept subscriptions, donations, legacies and bequests and to acquire funds by public or private appeal,
- M) to employ staff and to make superannuation and welfare provision for them,
- N) to apply all or any of the assets of BRI, whether capital or income, in furtherance of the said objects or any of them,
- O) to apply for, purchase, or otherwise acquire whether in its own name or otherwise or oppose the application by others for any letters patent or licences whether exclusive, non-exclusive or limited relating to inventions, improvements, processes, materials or designs whether in the United Kingdom or any other part of the world which BRI may deem to be useful in connection with any of its objects, to acquire and register any designs or standardisation marks, to assign any such letters patent, licences, designs or standardisation marks, and to arrange for the development, perfecting and testing of the value of such inventions, improvements, processes, materials and designs,
- P) to take over, establish, promote, finance or conduct or carry on any undertaking prohibited from distributing any of its profits, income or property amongst its members to an extent at least as great as is imposed on BRI by its Memorandum and Articles of Association, with the primary object of promoting the objects of BRI,
- Q) to apply to any government, public bodies, corporations, companies or persons, whether in the United Kingdom or abroad, for any grants of money, and any grants of land, donations, gifts, subscriptions and other assistance with a view to promoting

the objects of BRI and to accept the same and to conform to any proper conditions upon which such grants, gifts or other payments may be made,

- R) to pay all expenses preliminary or incidental to the formation of BRI and its registration,
- S) generally 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 BRI shall take or hold any property which may be subject to any trusts, BRI shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
 - (ii) BRI'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 BRI 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, BRI 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 BRI 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 such Council of Management or Governing Body would have been if no incorporation had been effected, and the incorporation of BRI 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 of Government Body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if BRI were not incorporated
- 5 The income and property of BRI shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to Members of BRI

PROVIDED that nothing herein shall prevent any payment in good faith by BRI -

- (A) of reasonable and proper remuneration to any Member, officer or servant of BRI for any services rendered to BRI,
- (B) of interest on money lent by any Member of BRI at a rate per annum not exceeding 2 per cent less than the base rate from time to time of Barclays Bank PLC or 5 per cent whichever is greater,
- (C) of reasonable and proper rent for premises demised or let by any member of BRI

PROVIDED FURTHER that nothing herein shall prevent -

- (A) the gratuitous distribution among or sale at less than cost to Members of BRI of any books, pamphlets or other publications relating to all or any of BRI's objects, or
 - (B) any Member of BRI from exploiting any processes and making, using, acquiring and vending any articles and things in the ordinary course of his or its business for profit or otherwise under any licence or permission in respect of any discovery, invention or patent resulting from the work of BRI
- 6 The liability of the members is limited
- 7 Every Member of BRI undertakes to contribute to the assets of BRI, in the event of the same being wound up while he is a member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of BRI 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 00
- 8 If upon the winding up or dissolution of BRI 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 BRI, but shall be given or transferred to some charitable or other institution or institutions having objects similar to the objects of BRI, 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 BRI under or by virtue of Clause 5 of this Memorandum of Association, such institution or institutions to be determined by the members of BRI 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

M R M Foster 97 Endlesham Road London SW12 8JP	Managing Director
A G F Fuller Little Chalfield Manor Melksham Wiltshire SN12 8NN	Brewery Chairman
M C J Jackamann 24 Portland Place London W1N 4BB	Brewery Chairman
P D Nicholson Quarry Hill Brancepeth Durham DH7 8DW	Brewery Chairman

A D Portno
71 Burley Lane
Quarndon
Derby DE4 4JR

Brewery Chairman

A M Rankin
3 Saxe-Coburg Place
Edinburgh EH3 5BR

Brewery Chairman

A J Tennant
18 Hamilton House
Vicarage Gate
London W8

Brewery Chairman

D G F Thompson
Albrighton Hall
Albrighton
Wolverhampton
Staffordshire WV7 3JQ

Brewery Managing Director

S C Whitbread
Southill Park
Biggleswade
Bedfordshire SG18 9LL

Brewery Chairman

Dated this 6th day of January 1992

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
BREWING RESEARCH INTERNATIONAL

GENERAL

- 1 (A) In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite them respectively in the second column, if not inconsistent with the subject or context -

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act 1985
These Articles	These articles of association, as from time to time in force
Associate Member	A person elected as an associate member of BRI in accordance with Article 9
The Auditors	The auditors for the time being to BRI
BRI	The above-named Company
BRI Council Members	Those Members who represent the interests of BRI on the Council of the Institutional Member
BRI Director	Shall have the meaning given to it in Article 61
Core Programme	The programme of pre-competitive, co-operative and market led research and development to be undertaken by BRI in each Financial Year for the benefit of the Members in general, as approved from time to time by the Supervisory Committee
Cost of the Core Programme	The budgeted cost of the Core Programme for a Financial Year as approved by the Supervisory Committee not later than 28 days before the end of the immediately

	preceding Financial Year
Director	A member for the time being of the Board
Europe	The continent of Europe and the countries therein, excluding the United Kingdom but including the Republic of Ireland
The Institutional Member	Means Campden & Chorleywood Food Research Association ("CCFRA") (or such other person controlled by CCFRA as CCFRA may from time to time notify to the secretary in writing)
The Supervisory Committee	The Supervisory Committee for the time being of BRI
The Board	The Board for the time being of BRI
Financial Year	A financial year of BRI, as defined in section 223 of the Act
Members	The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with Article 7(A) and (B)
The Office	The registered office of BRI
Representative	An Individual holding office as a nominee of one or more of the categories of Members described in Articles 37(B) as a member of the Supervisory Committee
RPI Rate	An annual percentage rate equal to the percentage change in United Kingdom inflation, as measured by the Retail Prices Index (all items) of the Department of Employment and the Central Statistical Office of H M Government most recently published as at the first day of the third complete month before the beginning of each Financial Year, over the 12 months ending with the month prior to the month of publication thereof
The Seal	The common seal of BRI
The Secretary	The Secretary of BRI
Transitional Period	Means the period of 5 years from the date of the adoption of these Articles

- (B) Any words importing the singular number only shall include the plural number, and vice versa
- (C) Words importing the masculine or neuter gender only shall include the masculine, neuter, or feminine gender
- (D) Any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles
- (E) In these Articles references to a person include any legal or natural person, partnership, trust, corporation, a properly constituted unincorporated association or other body (whether corporate or unincorporated)

2 BRI is established for the purposes expressed in its Memorandum of Association

MEMBERSHIP

- 3 The number of Members with which BRI is proposed to be registered is 150, but the Supervisory Committee may from time to time register an increase in Members, subject to the provisions of these Articles
- 4 The provisions of sections 352 and 353 of the Act shall be observed by BRI, and every Member of BRI shall either sign a written consent to become a Member or sign the register of Members on becoming a Member
- 5 The subscribers to the Memorandum of Association of BRI and these Articles shall be the first Members of BRI
- 6 The initial subscribers to the Memorandum of Association of BRI shall cease to be Members ipso facto on the earliest date on which seven persons elected to Membership in accordance with Article 7(A) have signed and delivered to BRI a written consent to become a Member or signed the register of Members
- 7 (A) The Board may, in accordance with Article 8, elect any person who applies to become a Member as a Member of BRI

(B) Every person who is an associate member of The Brewing Research Foundation on the date of incorporation of BRI (and every person who is a partner in a partnership which is such an associate member) shall, on lodging written consent in the form prescribed by the Board (or in any other form acceptable to the Board) with the Secretary before 30 June, 1992 become forthwith a Member of BRI

(C) The Institutional Member shall become a member of BRI with effect from the date of the adoption of these Articles and Articles 7(A) and (B), 8, 10 and 11 shall not apply to the Institutional Member
- 8 Except as provided in Article 7(B), candidates for Membership of BRI shall require to be elected by the vote of a majority present at the next meeting of the Board taken pursuant to a proposal for such Membership made by one Member of BRI and seconded by another

ASSOCIATE MEMBERSHIP

- 9 (A) The Board may at any time elect as an Associate Member of BRI any person who applies for associate membership who is eligible therefore and has lodged an application in such form as the Board may from time to time prescribe
- (B) Associate Members shall not be Members of BRI for the purposes of these Articles or the Act, but shall have such rights by virtue of their associate membership as the Board after consultation with the Supervisory Committee shall from time to time determine
- (C) Every Associate Member shall pay an annual subscription to BRI. Every such subscription shall be due and payable on such date as the Board, after consultation with the Supervisory Committee may determine
- (D) Every decision of the Supervisory Committee under paragraph (B) or (C) of this Article shall require the affirmative vote of not less than three-quarters of the Representatives present and voting at a meeting of the Supervisory Committee

TERMINATION OF MEMBERSHIP AND ASSOCIATE MEMBERSHIP

- 10 (A) Any Member may at any time give notice of resignation as a Member, such notice to be in writing delivered to the Secretary, and the Member shall cease to be a Member as from the effective date of the notice, which shall, unless paragraph (B) of this Article applies in relation to such notice, be the last day of the second Financial Year following the Financial Year in which the notice is received by the Secretary
- (B) If the highest Subscription Rate (as defined in Article 11(A)) applicable to a Member in respect of the Financial Year following that in which the Member's notice of resignation is received by the Secretary has increased by a rate exceeding 2 per cent, per annum above the RPI Rate, as compared with the highest Subscription Rate (as so defined) applicable to the Member in respect of the Financial Year in which the notice is so received, then the effective date of the Member's notice of resignation shall be the last day of the Financial Year next following the Financial Year in which the notice is so received
- (C) Any Associate Member may at any time give notice of resignation as an Associate Member, such notice to be in writing delivered to the Secretary, and the Associate Member shall cease to be an Associate Member as from the effective date of the notice, which shall be the last day of the Financial Year following the Financial Year in which the notice is received by the Secretary. The Supervisory Committee shall have power by resolution to terminate the associate membership of any Associate Member whose subscription is more than three months in arrear
- (D) Any Member or Associate Member whose affairs are conducted in a manner which, in the opinion of the Supervisory Committee, is inimical to the interests of BRI or who becomes bankrupt, or compounds with his creditors or, being a company, goes into liquidation other than for the purpose of amalgamation or reconstruction, may be required by the Supervisory Committee to resign, and if within 14 days after receipt of notice requiring the Member or Associate Member to resign, the Member or Associate Member does not either resign or require the matter to be brought

before a General Meeting of BRI at which the Member or Associate Member may speak and defend himself, the Supervisory Committee may by resolution terminate his membership or associate membership, as the case may be. In the event of the matter being referred to such a General Meeting, and a resolution being passed that such Member or Associate Member shall be expelled from BRI, then the Member or Associate Member shall, ipso facto, cease to be a Member or Associate Member of BRI, as the case may be.

(E) No Member or Associate Member whose membership or associate membership terminates under any of the foregoing provisions of this Article shall be entitled to the refund of any unexpired portion of its annual subscription, but it shall be liable for any outstanding subscription.

(F) A Member or Associate Member who gives notice of resignation as a Member or Associate Member, as the case may be, shall continue to be liable to pay subscriptions for which it is liable, in respect of the period from the date of the notice until the date upon which the notice becomes effective in accordance with this Article 10.

SUBSCRIPTIONS

11 (A) In these Articles, the following words and expressions have the following meanings -

- 1) "Subscription Rate" means the rate of subscription applicable to each category of Members which the Board, after consultation with the Supervisory Committee, may from time to time determine.
- 2) "Total Subscriptions" means the aggregate amount of all subscriptions payable by members of BRI on the first day of each Financial Year.
- 3) "BRI Information" means research findings arising from the Core Programme, the development of equipment, processes or products, technical information or know how, analysis, training or educational material of any kind, and recorded on any media, any of which is originated by BRI or its officers or its employees.

(B) All aspects of membership subscription calculations are set out in the Membership Subscription Regulations.

(C) For the purposes of these Articles -

- (1) Any question whether a person is an Associate of another person shall be determined in accordance with section 435 of the Insolvency Act 1986.
- (2) A Member which is an association of companies shall be regarded as carrying out the business of all its constituent members.

(D) For the purposes of determining the amount of subscription payable by a Member in respect of any Financial Year -

(1) Without prejudice to (D) (2) below, the production or turnover of the Member and any Associate, including exports and products produced or sold under licence or contract shall be taken into account

(2) The production or turnover generated by the Member and any Associate from its worldwide operations shall be used to calculate subscription, unless BRI agrees with the Member that subscriptions will not be payable in respect of all or part of the operations of the Member (or any Associates) which are located outside the Member's country of incorporation or principal establishment ("Excluded Operations") in which event the Member may not disclose to officers and employees of companies engaged in such Excluded Operations, any BRI Information received by the Member or Associate

CHAIRMAN AND VICE-CHAIRMEN OF THE SUPERVISORY COMMITTEE

- 12 (A) At each Annual General Meeting the Members present shall elect a Chairman of the Supervisory Committee to serve until the conclusion of the next Annual General Meeting Every candidate for the Chairmanship must be proposed by one and seconded by another Member by notice in writing received by the Secretary at least twenty-eight days before the day of the Meeting A retiring Chairman shall be eligible for re-election
- (B) The names of all candidates duly proposed and seconded as aforesaid shall be included in the notice of the Meeting
- (C) The Supervisory Committee may elect from amongst its membership up to two Vice-Chairmen, either of whom may act in place of the Chairman in his absence, and who shall serve until such time as the Supervisory Committee shall decide
- (D) Any casual vacancy in the office of Chairman which may occur may be filled by the Supervisory Committee at any meeting of the Supervisory Committee

GENERAL MEETINGS

- 13 BRI 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 Board, and shall specify the meeting as such in the notices convening 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 BRI holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 14 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 15 The Board 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
- 16 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 Articles or under the Act entitled to receive such notices from BRI, but with the consent of all the Members having the right to attend and vote thereat, 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 All General Meetings of BRI shall be held in the United Kingdom

- 17 The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send an instrument of proxy to, or the non-receipt of such notice or such instrument of proxy by, any person entitled to receive the same shall not invalidate any resolution passed at, or the proceedings of, any General Meeting

PROCEEDINGS AT GENERAL MEETINGS

- 18 (A) Without prejudice to articles 15 to 17 (inclusive), the Company may give notice to a member by electronic means provided that -

(B) the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means, and

(C) the electronic means used by the Company enables the member concerned to read the text of the notice

(D) A notice given to a member personally or in a form permitted by Article 18(A) above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be

(E) In this article "electronic" means actuated by electric, magnetic, electromagnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated

- 19 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business 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, and the reports of the Board and of the Auditors, the election of members of the Supervisory Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors

- 20 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 one Member personally present together with the Institutional Member or duly authorised representative of the Institutional Member shall be a quorum

- 21 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 Board 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 Institutional Member or a duly authorised representative of the Institutional Member present shall be a quorum.
- 22 The Chairman of the Board (if any) shall preside as chairman at every General Meeting, but if there is no Chairman of the Board, 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, one of the Vice Chairmen of the Board (if any) shall preside, or if there are no Chairmen or they shall not be present or shall be unwilling to preside as aforesaid the Members present shall choose some Representative, or if no Representative is present, or if all the Representatives present decline to take the chair, they shall choose some Member of BRI who shall be present to preside.
- 23 The Chairman of the meeting may, with the consent of any General 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.
- 24 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 three Members one of whom must be the Institutional Member present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights 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 BRI 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.
- 25 Subject to the provisions of Article 32, 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.
- 26 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 27 Subject to Article 29, 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.

- 28 The demand for 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
- 29 (A) Subject as hereinafter provided, every Member shall have one vote
- (B) On a poll every Member shall have one vote and an additional vote for every £1,000 or part of £1,000 in excess of the first £1,000 of the amount of its subscription paid or payable for the Financial Year then current
- (C) Subject to Article 29(D) below on a show of hands or on a poll the Institutional Member present by a duly authorised representative shall have said number of votes as is equal to the aggregate number of votes cast by the Members plus one where an ordinary resolution is sought to be passed or such number of votes as is equal to three multiplied by the number of votes cast by the Members where a special or extraordinary resolution is to be passed
- (D) Notwithstanding the above any resolutions to wind up the Company or to alter or amend these Articles or to remove a BRI Director or to approve any of the matters which have been vetoed by the BRI Directors pursuant to Article 69 which are proposed during the Transitional Period shall only be passed if not less than one half of the Members vote either on a show of hands or on a poll in favour of any such resolutions where an ordinary resolution is sought to be passed or seventy five per cent of the Members where a special or extraordinary resolution is sought to be passed
- 30 Save as herein expressly provided, no 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 BRI in respect of his membership, shall be entitled to vote on any question either personally or by proxy at any General Meeting Notwithstanding the above, the Institutional Member shall be entitled to vote at any General Meeting
- 31 Votes may be given on a show of hands or on a poll either personally or by proxy On a show of hands a proxy shall have one vote for each Member for whom he is acting as proxy A corporation being a Member shall be deemed for the purpose of these Articles to be present in person if represented by its duly authorised representative in accordance with section 375 of the Act A proxy must be a Member
- 32 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 or under the hand of an officer, attorney or other person duly authorised in that behalf
- 33 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.

- 34 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 35 Instruments of proxy shall be in any common form or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

THE SUPERVISORY COMMITTEE

- 36 (A) There shall be a Supervisory Committee of BRI which shall be constituted as provided in Article 37 and shall hold office in accordance with these Articles.
- (B) The Supervisory Committee shall, subject, to the Memorandum of Association of BRI oversee the affairs and concerns of BRI but only through its consultation with the Board.
- (C) All appointments to the Research Strategy Committee, shall be made by the Supervisory Committee.
- (D) The Supervisory Committee shall appoint up to 2 Representatives to act as BRI Directors one of whom shall be Dr Marek Kierstan who shall subject to Article 67 be appointed to act as a BRI Director for a term of 3 years.
- (E) The Supervisory Committee shall nominate 4 Representatives to be BRI Council Members, 2 of those Representatives to the Executive Committee of the Institutional Member 1 such Representative who is a BRI Council Member to be a member of the Institutional Member.
- 37 The Supervisory Committee shall consist of -
- (A) The Chairman for the time being of the Board, and the Chairman for the time being of the Supervisory Committee, the Chief Executive for the time being of BRI,
- (B) persons nominated by the Members or categories of Members indicated below and elected as Representatives in accordance with Article 39 (C),
- (1) one person nominated by each Member whose subscription to BRI in respect of the Financial Year in which the nomination is made, is equal to 5 per cent or more of Total Subscriptions,

- (2) up to two persons nominated by the brewer Members whose subscriptions to BRI in respect of the Financial Year in which the nomination is made is equal to at least one per cent, but less than 5 per cent of Total Subscriptions,
- (3) two persons nominated by the UK brewer Members whose subscriptions to BRI in respect of the Financial Year in which the nomination is made is equal to less than one per cent of Total Subscriptions,
- (4) one person nominated by the brewer Members whose country of incorporation or principal establishment is a country in Europe,
- (5) up to two persons nominated by the brewer Members whose country of incorporation or principal establishment is outside Europe or the United Kingdom,
- (6) up to two persons nominated by Members whose principal business is that of maltsters, and
- (7) up to two persons nominated by Members who are not brewers or maltsters

38 (A) In the event that -

- (1) the Member which nominated a Representative ceases to be a Member of BRI, or
- (2) a Representative represents a category of Members and there cease to be any Members within that category,

then with effect from the date upon which that Member or, as the case may be, the last of those Members ceases to be a Member of BRI, the Representative shall, ipso facto, cease to hold office

(B) In the event that -

- (1) a Representative is nominated by a Member by virtue of Article 37 (B)(1) and in a Financial Year following that in which he is nominated the Member which nominated him ceases to have a right of nomination by virtue of Article 37 (B)(1), or
- (2) a Representative is nominated by a Member having a right of nomination by virtue of Article 37 (B)(2) and in a Financial Year following that in which he is nominated the Member which nominated him ceases to have a right of nomination by virtue of Article 37(B)(2),

then the Representative shall retire from office at the Annual General Meeting held during the first Financial Year in which the relevant Member ceases to have such right of nomination

(C) (1) This paragraph (C) shall apply in the event that a Member which nominated a Representative (having the sole right to nominate him) or at least two Members of the relevant class of Members specified in Article 37(B) (where the Representative represents a category of Members) delivers to BRI at the Office a notice (an "Article

38(C) Notice”) withdrawing support for that Representative. An Article 38(C) Notice may contain a nomination by the Member or Members giving the Notice as to a person who they recommend should be appointed in place of the Representative from whom they have withdrawn support.

(2) Subject to sub-paragraph (4), the Supervisory Committee shall, not later than 14 days after BRI receives an Article 38(C) Notice, send a copy of the Notice to all the Members, together with an invitation to the Member or Members having a right to nominate a candidate (who may, if the nomination is made by a Member who did not give the relevant Article 38(C) Notice, include the Representative referred to in the Notice) to be appointed as Representative in place of such Representative. Such invitation shall state a date, being not later than 14 days after the date on which copies of the Notice are sent to the Members, by which nominations must be received by the Secretary at the Office.

(3) A meeting of the Supervisory Committee shall be convened and held on a date which is not earlier than the latest date for delivery of nominations in accordance with sub-paragraph (2) and not later than 60 days after the date on which BRI receives the relevant Article 38(C) Notice. The Representative referred to in the Notice shall resign his office with effect from the conclusion of the meeting (and if he shall refuse to do so a resolution of the Supervisory Committee shall be effective to remove him from office). The meeting shall consider any nominations received from Members in accordance with sub-paragraph (2) and the Representative shall be entitled to speak and defend himself. The meeting shall thereafter by resolution of the Representatives present (upon which the Representative referred to in the Article 38(C) Notice shall be entitled to vote) appoint a Representative in substitution for the Representative referred to in the Article 38(C) Notice (or if he is validly nominated in accordance with sub-paragraph (2), re-appoint that Representative), who shall hold office from the conclusion of the meeting until the next Annual General Meeting, at which he shall retire (but shall be eligible for re-election).

(4) If at the date (the “Relevant Date”) when BRI receives an Article 38(C) Notice, notice has been given to the Members convening an Annual General Meeting to be held on a date not later than 60 days after the Relevant Date, or if on the Relevant Date the Supervisory Committee has resolved to convene an Annual General Meeting to be held on a date not later than 60 days after the Relevant Date and such Meeting is duly convened, sub-paragraphs (2) and (3) shall not apply in relation to that Article 38(C) Notice and the Representative shall retire from office (but shall be eligible for re-election) at the Annual General Meeting so convened.

39 (A) At the same time as giving notice convening an Annual General Meeting of BRI, the Board shall notify the Members of any vacancies amongst the Representatives and of any Representatives appointed to the Supervisory Committee since the last Annual General Meeting.

(B) At each Annual General Meeting separate resolutions shall be proposed for the election of any candidates for election as Representatives in respect of which nominations have been duly given and received in accordance with paragraph (D) below.

(C) All Members present and otherwise entitled to vote may vote upon a resolution proposed at a General Meeting for the election of a candidate as a Representative.

Any resolution approving the election of a Representative shall be ineffective unless a majority of the votes exercisable by Members present and voting shall have been cast in favour of his election. In cases where there is more than one candidate for a vacancy, separate resolutions shall be proposed in relation to each candidate and the candidate in whose favour the highest percentage of the votes exercisable at the Meeting are cast shall alone be elected as the Representative to fill that vacancy.

D) Each Member belonging to a category of Members specified in Article 37(B)(2) to (7) as having a right to nominate a person as a Representative may nominate one candidate -

- 1 to fill any vacancy in the Representatives representing that category of Members, and
- 2 as a substitute for any Representative representing that category of Members who is to retire by rotation at the Annual General Meeting in accordance with Article 46, or who is to retire in accordance with Articles 38(B), 38(C) or paragraphs (G) or (H) below

(E) Any Member having a right of nomination by virtue of Article 37(B)(1) may nominate a candidate to be appointed as its Representative

(F) Any nomination made in accordance with paragraphs (D) or (E) above shall specify the name, address and occupation of the nominee, shall specify the Member or category of Members which, if elected to the Supervisory Committee, he is to represent, and (in the case of a nomination made pursuant to paragraphs (B)(2) to (7) of Article 37) shall be seconded by another Member belonging to that category (or if there be none, any other Member). Nominations shall not be valid unless received at the Office not later than 48 hours before the time fixed for the relevant Annual General Meeting.

(G) Any Representative appointed to the Supervisory Committee during the year shall retire at the next Annual General Meeting but shall be eligible for re-election.

(H) If a Representative ceases to be employed by, or otherwise associated with, a Member belonging to the category of Members on whose behalf he was nominated, he shall retire at the next Annual General Meeting.

40 The minimum number of Representatives shall be seven and there shall be no maximum number. The quorum for meetings of the Supervisory Committee shall be five, of whom a majority in number shall be Representatives and not their duly appointed alternates. Subject to this requirement as to quorum, the members for the time being of the Supervisory Committee may act notwithstanding any vacancy in their body.

41 (A) Each Representative shall have the power to appoint any person to be his alternate Representative and may at his discretion remove such alternate Representative. If such alternate Representative is not another Representative, or is not a Member or an officer of or employed by a Member in an executive capacity, such appointment, unless previously approved by the Supervisory Committee, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Representative shall be effected by notice in writing signed

by the appointor and delivered to the Office or tendered at a meeting of the Supervisory Committee. An alternate Representative shall, if his appointor so requests, be entitled to receive notices of meetings of the Supervisory Committee or of committees of the Supervisory Committee to the same extent as, but in lieu of, the Representative appointing him and shall be entitled to such extent to attend and vote as a Representative at any such meeting at which the Representative appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Representative and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply.

(B) Every person acting as an alternate Representative shall (except as regards power to appoint an alternate Representative) be subject in all respects to the provisions of these Articles relating to Representatives and shall alone be responsible to BRL for his acts and defaults and shall not be deemed to be the agent of or for the Representative appointing him. An alternate Representative shall not be entitled to receive from the Company any remuneration in his capacity as an alternate Representative except only such part (if any) of the remuneration otherwise payable to the Representative appointing him as such Representative may be notified in writing to the Company from time to time.

(C) Every person acting as an alternate Representative shall have one vote for each Representative for whom he acts as alternate (in addition to his own vote if he is also a Representative). The signature of an alternate Representative to any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.

(D) An alternate Representative shall ipso facto cease to be an alternate Representative if his appointor ceases for any reason to be a Representative, provided that if at any meeting any Representative retires by rotation or otherwise but is re-appointed at the same time, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

42 The Supervisory Committee may co-opt as members of the Supervisory Committee up to five persons who, in the opinion of the Supervisory Committee, possess qualities which would benefit the work of the Supervisory Committee and whose knowledge and expertise is not available amongst the existing members of the Supervisory Committee. A co-opted member of the Supervisory Committee may resign his office by notice in writing to the Secretary and may be removed from office at any time by resolution of the Supervisory Committee.

43 Any one Representative may act as the appointee of more than one Member or category of Members having rights to nominate Representatives but on any resolution of the Supervisory Committee no Representative shall, subject to Article 39 (C), have more than one vote.

DISQUALIFICATION OF REPRESENTATIVES

44 The office of a Representative shall be vacated if -

(A) a receiving order is made against him or he becomes bankrupt or makes any arrangement or composition with his creditors, or

(B) he becomes of unsound mind, or

(C) by notice in writing to BRI he resigns his office

ROTATION OF REPRESENTATIVES

45 At the first Annual General Meeting all the Representatives shall retire from office and at the Annual General Meeting to be held in every subsequent year, one third of the Representatives for the time being shall retire from office, or if their number is not three, or a multiple of three, the number nearest to one third shall retire from office (and if there is only one Representative he shall retire)

46 The Representatives to retire shall be those who have been longest in office since their last election or appointment. As between Representatives of equal seniority the Representatives to retire shall in the absence of agreement be selected from among them by lot. The length of time a Representative has been in office shall be computed from his last appointment. A retiring Representative shall be eligible for re-appointment.

PROCEEDINGS OF THE SUPERVISORY COMMITTEE

47 (A) Subject to this Article, the Supervisory Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

(B) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(C) The Supervisory Committee shall hold meetings not less frequently than once a year.

48 The Supervisory Committee may delegate to any committee of any one or more members of the Supervisory Committee or to any other persons any of the powers, discretions or duties of the Supervisory Committee. Any such delegation may be made subject to any conditions the Supervisory Committee may impose, and either collaterally with or to the exclusion of the Supervisory Committee's own powers and may be revoked or altered.

49 A member of the Supervisory Committee may, and on the request of a member of the Supervisory Committee the Secretary of BRI shall, at any time, summon a meeting of the Supervisory Committee by notice served upon the several members of the Supervisory Committee.

50 The Chairman shall be entitled to preside at all meetings of the Supervisory Committee at which he shall be present, but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the meeting and willing to preside, the members of the Supervisory Committee present shall choose one of their number to be Chairman of the meeting.

- 51 A meeting of the Supervisory Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of BRI for the time being vested in the Supervisory Committee generally
- 52 Proper minutes shall be made of all appointments of officers made by the Supervisory Committee and of the proceedings of all meetings of BRI and of the Supervisory Committee and of committees of the Supervisory Committee, 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
- 53 Any committee of the Supervisory Committee constituted under Article 53 shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Supervisory Committee and 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 Supervisory Committee, so far as applicable and so far as the same shall not be superseded by any regulations made by the Supervisory Committee
- 54 All bona fide acts done by any meeting of the Supervisory Committee or of any committee of the Supervisory Committee, or by any person acting as a member of the Supervisory Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of person acting as aforesaid, or that they or any of them were disqualified from so acting, 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 Supervisory Committee or of such committee
- 55 A resolution in writing signed by all the members for the time being of the Supervisory Committee or of any committee of the Supervisory Committee who are entitled to receive notice of a meeting of the Supervisory Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Supervisory Committee or of such committee duly convened and held
- 56 (A) In this article "electronic" means actuated by electric, magnetic, electronic-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated
- (B) A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means
- (C) A meeting at which one or more of the Representatives attends by electronic means is deemed to be held at such place as the Representatives shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Representatives attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present

THE CHIEF EXECUTIVE

- 57 There shall be a Chief Executive officer of BRI. The appointment of the Chief Executive shall be made by the Board in consultation with the Supervisory Committee and for such term, at such remuneration and upon such terms and conditions as the Board may resolve. The Chief Executive shall perform such duties as shall be assigned to him by or under the authority of the Board.

THE BOARD

- 58 The Board shall, subject to the provisions of the Act, to the Memorandum of Association of BRI and to these Articles, have the entire management and superintendence of all the affairs and concerns of BRI in order to achieve the agreed objectives and subject as aforesaid the Board may exercise all the powers of BRI.
- 59 The Board shall appoint the Chief Executive of BRI in accordance with Article 57.
- 60 All strategic plans and budgets, shall be approved by the Board.
- 61 The Board shall consist of - .
- Two Representatives appointed in accordance with Article 36(D) (each a "BRI Director"),
- Three directors appointed by the Institutional Member (each an "Appointed Director"),
- 62 At the same time as giving notice convening an Annual General Meeting of BRI, the Board shall notify the Members of Directors appointed to the Board since the last Annual General Meeting.
- 63 The quorum for meetings of the Board shall be two of which one must be a BRI Director and one of whom must be an Appointed Director. If within half an hour from the time appointed for the meeting no BRI Director or Appointed Director shall be present the meeting shall stand adjourned to a day at least five working days following the meeting. At the adjourned meeting one Appointed Director shall be the quorum unless the issues to be discussed at the adjourned meeting fall within Article 69 in which case the quorum shall be one Appointed Director and one BRI Director. Subject to this requirement as to quorum, the members for the time being of the Board may act notwithstanding any vacancy in their body.
- 64 The Supervisory Committee may from time to time by notice in writing to the Company appoint, remove or replace any BRI Director, each such appointment to be for such period as the Supervisory Committee may determine upon making such appointment.
- 65 The Institutional Member may from time to time by notice in writing to the Company appoint, remove or replace an Appointed Director, each such appointment to be (subject as provided in Article 66), for such period as the Institutional Member may determine upon making such appointment.

- 66 Without prejudice to the provisions of Sections 303 and 304 of the Act, the Institutional Member may, by notice in writing to the Company, remove any Appointed Director before the expiration of the period of his office

DISQUALIFICATION OF DIRECTORS

- 67 The office of a Director shall be vacated if -
- (A) a receiving order is made against him or he becomes bankrupt or makes any arrangement or composition with his creditors, or
 - (B) he becomes of unsound mind, or
 - (C) by notice in writing to BRI he resigns his office, or
 - (D) he ceases to hold office by reason of any order made under sections 1(1) or 2 of the Company Directors Disqualification Act 1986, or
 - (E) he is removed from office by a resolution duly passed pursuant to section 303 of the Act

PROCEEDINGS OF THE BOARD

- 68 (A) Subject to this Article, the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit
- (B) Save as provided for in Article 69, questions arising at any meeting shall be decided by a majority of votes
- (C) The Board shall hold meetings not less frequently than four times each year
- (D) If at any meeting of the Board (including adjourned meetings) there shall be more BRI Directors than Appointed Directors on any matter put to the vote the Appointed Director or Directors present shall together be entitled to cast such number of votes as shall equal the number of votes counted by the BRI Directors
- 69 Throughout the Transitional Period, a BRI Director shall be entitled to veto any decisions of the Board which relates to
- (A) any proposal to amend these Articles,
 - (B) any proposal to use membership subscriptions for any purposes other than those set out in the Memorandum of Association or as agreed in writing by the Company from time to time
 - (C) any proposal to sell, dispose of or otherwise encumber the property owned by the Company at Lyttel Hall, Nutfield, Surrey RH1 4HY (the "Property") other than in the Permitted Circumstances

(D) any proposal to relocate the business of the Company to somewhere other than the Property save as a consequence of the sale of the Property in Permitted Circumstances

and in the event of a vote on any decision relating to (A) to (D) above, each BRI Director shall be deemed to have two votes

For the purposes of this Article "Permitted Circumstances" shall mean those circumstances which were not known of by the Board as at the date of the adoption of these Articles which result in the Company being required to settle a financial liability in excess of £500,000 or which require the Institutional Member to honour any guarantee in respect of any financial liability of BRI in excess of £500,000 in circumstances where the Company is unable to settle those liabilities out of its current assets

- 70 The Board may delegate to any committee of any one or more members of the Board or to any other persons any of the powers, discretions or duties of the Board Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of the Board's own powers and may be revoked or altered
- 71 A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board
- 72 The Directors shall appoint one of their number to be the chairman of the Company and another to be deputy chairman for a period of three years (subject to him continuing to be a Director) but may at any time remove either such person from that office The first chairman appointed after the date of adoption of these Articles shall be a BRI Director and he shall hold office for a period of three years (subject to him being a Director) notwithstanding any previous period during which he shall have been Chairman and thereafter the chairman shall be selected alternatively from amongst the Appointed Directors and the BRI Directors The first deputy chairman appointed after the date of these Articles shall be an Appointed Director and thereafter the deputy chairman shall be selected alternatively from amongst the BRI Directors and the Appointed Directors Unless he is unwilling to do so, the Appointed Director or BRI Director selected as chairman shall preside at every meeting of Directors at which he is present But if there is no Appointed Director or BRI Director holding that office, or if the Appointed Director or BRI Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Appointed Directors and BRI Directors present may appoint one of their number to be chairman of the meeting
- 73 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of BRI for the time being vested in the Board generally
- 74 Proper minutes shall be made of all appointments of officers made by the Board and of the proceedings of all meetings of BRI and of the Board and of committees of the Board, 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

75 Any committee of the Board constituted under Article 70 shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board and 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 Board, so far as applicable and so far as the same shall not be superseded by any regulations made by the Board

76 All bona fide acts done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified from so acting, 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 Board or of such committee

77 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held

78 (A) In this article "electronic" means actuated by electric, magnetic, electronic-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated

(B) A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means

(C) A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present

SECRETARY

79 The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may determine, and any Secretary so appointed may be removed by the Board at any time. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or if the Secretary is incapable of acting

THE SEAL

- 80 The seal of BRI shall not be affixed to any instrument except by the authority of a resolution of the Board or of a resolution of a committee of the Board authorised by the Board in that behalf, and in the presence of at least two members of the Board or a member of the Board and the Secretary, who shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with BRI such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

ACCOUNTS

- 81 The Board shall cause proper books of account to be kept with respect to -
- (A) all sums of money received and expended by BRI and the matters in respect of which such receipts and expenditure take place, and
- (B) the assets and liabilities of BRI

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

- 82 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 Board shall think fit, and shall always be open to the inspection of the members of the Supervisory Committee
- 83 The Board 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 BRI or any of them shall be open to the inspection of Members and no Member shall have any right of inspecting any account or book or document of BRI except as conferred by law or authorised by the Supervisory Committee or by BRI in General Meeting
- 84 At the Annual General Meeting in every year the Board shall lay before BRI a proper income and expenditure account in respect of the last preceding accounting reference period of BRI, together with a proper balance sheet made up as at the date on which that accounting reference period ended Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such accounts, 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 meeting, subject nevertheless to the provisions of section 238(4) 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 notices are hereinafter directed to be served

AUDIT

- 85 Once at least in every year the accounts of BRI 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

- 86 Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Board being treated as the Directors mentioned in the Act

NOTICES

- 87 A notice may be served by BRI upon any 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
- 88 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give BRI an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address
- 89 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. A certificate of posting under the hand of one officer of BRI shall be conclusive proof of posting for all purposes

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M R M Foster 97 Endlesham Road London SW12 8JP	Managing Director
A G F Fuller Little Chalfield Manor Melksham Wiltshire SN12 8NN	Brewery Chairman
M C J Jackamann 24 Portland Place London W1N 4BB	Brewery Chairman
P D Nicholson Quarry Hill Brancepeth Durham DH7 8DW	Brewery Chairman
A D Portno 71 Burley Lane Quarndon Derby DE4 4JR	Brewery Chairman
A M Rankin 3 Saxe-Coburg Place Edinburgh EH3 5BR	Brewery Chairman
A J Tennant 18 Hamilton House Vicarage Gate London W8	Brewery Chairman
D G F Thompson Albrighton Hall Albrighton Wolverhampton Staffordshire WV7 3JQ	Brewery Managing Director
S C Whitbread Southill Park Biggleswade Bedfordshire SG18 9LL	Brewery Chairman

Dated this 6th day of January 1992