

No 5015443

The Companies Acts 1985 and 1989  
**COMPANY LIMITED BY GUARANTEE**  
**ORDINARY RESOLUTIONS**  
**OF**

**SEDEX INFORMATION EXCHANGE LIMITED (the Company)**

Passed 16<sup>th</sup> February 2010

At an annual general meeting of the Company duly convened and held on 16<sup>th</sup> February 2010 the following resolutions were duly passed as resolutions of the Company

**RESOLUTIONS**

- 1 That the minutes of the previous Annual General Meeting of the Company were approved
- 2 That the Director's report and Audited Accounts of the Company were approved
- 3 That Goodman Jones of 29/30 Fitzroy Square, London is re-appointed the auditors of the Company to hold office for the period prescribed by Section 385(2), Companies Act
- 4 That Terry Babbs is re-appointed as an A Director of the Company
- 5 That Naomi Pendleton is appointed as an AB Director of the Company
- 6 That Elangovan Viswanathan is appointed as B Director of the Company
- 7 That the regulations contained in the printed document produced to the meeting were approved and adopted as articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company



Chairman



**THE COMPANIES ACTS 1985 AND 2006**

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

**ARTICLES OF ASSOCIATION  
OF  
SEDEX INFORMATION EXCHANGE LIMITED**

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**THE COMPANIES ACTS 1985 AND 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
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**ARTICLES OF ASSOCIATION  
OF  
SEDEX INFORMATION EXCHANGE LIMITED**

*Ans K.*

**The Companies Acts 1985 and 2006**

**Company Limited by Guarantee**  
**and not having a share capital**

**ARTICLES OF ASSOCIATION**

of

**SEDEX INFORMATION EXCHANGE LIMITED**

**(Adopted by Special Resolution passed on the 16<sup>th</sup> day  
of February 2010)**

**INTERPRETATION**

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

| <u>Words</u>                                  | <u>Meanings</u>  |
|---|--|
| 'A (Purchaser)' Members                       | means those members designated as 'A (Purchaser)' Members by the Board,  |
| 'A (Purchaser)' Member Director               | means a director of the Company appointed by the 'A (Purchaser)' Members pursuant to Article 43,   |
| 'AB (Supplier and Purchaser)' Members         | means those members who are designated as both an 'A (Purchaser)' Member and a 'B (Supplier)' Member by the Board,   |
| 'AB (Supplier and Purchaser)' Member Director | means a director of the Company appointed by the 'AB (Supplier and Purchaser)' Members pursuant to Article 43,   |
| The Act                                       | means any provisions of the Companies Act 1985 (CA 1985) for the time being in force and the Companies Act 2006 (CA 2006) so long as in force, in each case, as amended, |

**The Companies Acts 1985 and 2006**

**Company Limited by Guarantee**  
**and not having a share capital**

**ARTICLES OF ASSOCIATION**

of

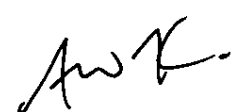
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| The Act                                       | means any provisions of the Companies Act 1985 (CA 1985) for the time being in force and the Companies Act 2006 (CA 2006) so long as in force, in each case, as amended, |



|                                |   |
|--------------------------------|---|
| 'B (Supplier)' Members         | means those members designated as 'B (Supplier)' Members by the Board,  |
| 'B (Supplier)' Member Director | means a director of the Company appointed by the 'B (Supplier)' Members pursuant to Article 43,   |
| The Board                      | means the board of Directors of the Company for the time being,   |
| The Company                    | means SEDEX Information Exchange Limited (registered under company number 05015443),  |
| The Company Auditors           | means the auditors of the Company from time to time,  |
| The Data                       | means the data relating to compliance with labour and other corporate social responsibility practices at Sites of Employment of 'AB (Supplier and Purchaser)' Members and 'B (Supplier)' Members set out on the online information exchange administered by certain independent parties on behalf of the Company, |
| The Directors                  | means the directors of the Company from time to time,   |
| Electronic Communications      | has the meaning set forth in the Electronic Communications Act 2000,  |
| In writing                     | means written, printed or lithographed, or partly one and partly another, Electronic Communications and other modes of representing or reproducing words in a visible form,   |
| The Memorandum                 | means the memorandum of association of the Company,   |
| Month                          | means a calendar month,   |

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| 'B (Supplier)' Members         | means those members designated as 'B (Supplier)' Members by the Board,  |
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| The Objects                    | means the objects of the Company as set out in the Memorandum,   |
| The Office                     | means the registered office of the Company,  |
| The Rules                      | means the rules established by the Board pursuant to Article 55,   |
| Sanction                       | means the right of the Board to expel, suspend or issue a formal written warning to a Member in accordance with the Rules,                               |
| Sites of Employment            | means physical sites where goods are grown, manufactured or assembled or, in the case of services, physical sites where significant labour are provided, |
| The Stakeholder Advisory Panel | means the group of persons designated as the 'Stakeholder Advisory Panel' pursuant to these Articles; and  |
| The United Kingdom             | means Great Britain and Northern Ireland   |

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 modifications thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

#### MEMBERS

- 2 The number of members of the Company at the date of adoption of these Articles is 16,662 and the Board may from time to time increase the number
- 3 Such persons as the Board shall according to agreed membership criteria admit to membership shall be members of the Company. Members may be admitted to membership by the Board as 'A (Purchaser)' Members or 'B (Supplier)' Members or as both 'A (Purchaser)' Members and 'B (Supplier)' Members in which case they shall be designated as 'AB (Supplier and Purchaser)' Members and will only be entitled to exercise those rights attributable herein to the 'AB (Supplier and Purchaser)' Members
- 4 A register of members of the Company shall be kept at the Office and shall be maintained fully up to date at all times



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- 4 A register of members of the Company shall be kept at the Office and shall be maintained fully up to date at all times

- 5 An application for admission to membership of the Company shall be made to the Board in writing. Applicants shall have sight of the Rules which sets out the membership criteria and these Articles before making their application
- 6 Every member of the Company shall be held to have agreed to be bound by these Articles and shall be bound to further to the best of his ability the Objects and interests of the Company
- 7 A member may (subject to Section 74 of the Insolvency Act 1986) at any time withdraw from the Company by giving at least 30 days'/1 months' notice in writing to the Company to that effect, provided that no such withdrawal may be made if the number of members would thereby be reduced to one
- 8 The rights of a member shall not be transferable and shall cease on the death, resignation or bankruptcy of a member

#### MEMBERSHIP SUBSCRIPTIONS

- 9 The Board may from time to time fix the annual subscriptions to be paid by the members
- 10 In the case of 'A (Purchaser)' Members and 'AB (Supplier and Purchaser)' Members all annual subscriptions shall be payable in advance on 1 September in every year except that first annual subscription of a newly admitted 'A (Purchaser)' Member or 'AB (Supplier and Purchaser)' Member which shall be payable prior to admission to membership
- 11 In the case of 'B (Supplier)' Members all annual subscriptions shall be payable each year on the anniversary of the date on which that 'B (Supplier)' Member became a 'B (Supplier)' Member in accordance with these Articles and the Rules except that first annual subscription of a newly admitted 'B (Supplier)' Member which shall be payable prior to or on the date of admission to membership
- 12 The Board shall have the power to remit or reduce the annual subscription or arrears of the annual subscription of any member in any case where special circumstances in the opinion of the Board make such remission or reduction desirable

#### CORPORATE MEMBERS

- 13 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if he were an individual member of the Company and any reference in the ensuing Articles to a member being present in person at any meeting or to any act to be done by any member at a meeting shall be deemed in the case of a corporate member to be a reference to such member being present by its said representative and to an act done by him on such member's behalf

#### SUSPENSION OF MEMBERSHIP

- 14 Any member who shall, in the reasonable opinion of the Board be acting or have acted inconsistently with the Objects or the Rules or any other rules produced by the Board from time to time may be Sanctioned in a manner deemed suitable in the circumstances by a resolution of a majority of the Board provided that the member concerned shall have the right to appeal, such appeal to be heard by the Board (or any committee thereof constituted from time to time for the purpose of hearing such appeals)
- 15 Where any member has ceased to be a member for any reason the Board may reinstate such person as a member either unconditionally or upon such conditions as the Board thinks expedient
- 16 Any person ceasing to be a member of the Company for any reason shall nevertheless

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- 15 Where any member has ceased to be a member for any reason the Board may reinstate such person as a member either unconditionally or upon such conditions as the Board thinks expedient.
- 16 Any person ceasing to be a member of the Company for any reason shall nevertheless

remain liable to pay all annual subscriptions and other sums if due by him to the Company at the date of his ceasing to be a member

#### GENERAL MEETINGS

- 17 The Company shall hold a general meeting in every calendar year as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.
- 18 All general meetings, other than annual general meetings, shall be called general meetings.
- 19 The Board may whenever they think fit convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 303 CA 2006.

#### NOTICE OF GENERAL MEETINGS

- 20 All general meetings (including for the avoidance of doubt annual general meetings) shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it so agreed by a majority in numbers of the members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at that meeting of the members. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
- 21 The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it along with an explanatory note in respect of any such resolution.
- 22 Subject to the provisions of these Articles, the notice shall be given to all the members entitled to attend and vote and to the Directors and the Company Auditors.
- 23 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 that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 24 No business shall be transacted at any general meeting unless a quorum of members entitled to attend and vote is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall when the number of members entitled to attend and vote exceeds twenty be ten members and when the number of members entitled to attend and vote does not exceed twenty be five members provided that in both cases at least one 'A (Purchaser)' Member and one 'AB (Supplier and Purchaser)' Member and, if 'B (Supplier)' Members are entitled to vote at the general meeting, one 'B (Supplier)' Member are present.
- 25 If within half an hour from the time appointed for the 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 to such other day and at such other time or place as the Board may determine. 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.
- 26 The chairman (if any) of the Board, or failing him the vice chairman (if any), shall preside as chairman at every general meeting, but if there be no such chairman or vice chairman, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting, or shall be unwilling to act, the Directors shall elect one of their number to be



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chairman of the meeting

- 27 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting
- 28 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 the business left unfinished 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 as in the case 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.
- 29 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 30 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Subject to the provisions of the Act, a poll may be demanded
- (a) by the chairman of the meeting, or
  - (b) by at least two members entitled to attend and vote present in person or by proxy


Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 31 Except as provided in Article 32, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 32 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 33 Subject to the provisions of CA 2006 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

- 34 Subject as hereinafter provided, 'A (Purchaser)' Members and 'AB (Supplier and Purchaser)' Members shall each have one vote. 'B (Supplier)' Members may be entitled to attend any general or other meeting of the Company but shall not have a right to vote at any meeting of the members save in relation to the election of persons to the Board as set out in Article 41 in which event every member shall have one vote.
- 35 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 the Company 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.
- 36 On a poll and on a show of hands votes may be given personally or by proxy.



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- 36 On a poll and on a show of hands votes may be given personally or by proxy



- 37 The instrument appointing a proxy shall be in any usual or common form (including for the avoidance of doubt electronic form) or in any form approved by the Board and shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 38 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notanally certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, 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.
- 39 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 or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 40 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### THE BOARD

- 41 The Board shall consist of not more than ten persons which shall include one non-executive director appointed in accordance with Article 43, up to three 'A (Purchaser)' Member Directors, up to three 'AB (Supplier and Purchaser)' Member Directors and up to three 'B (Supplier)' Member Directors each of which shall be appointed in accordance with Articles 44 and 45. The 'A (Purchaser)' Members shall be entitled to nominate persons for election as 'A (Purchaser)' Member Directors (and to nominate alternates therefor), the 'AB (Supplier and Purchaser)' Members shall be entitled to nominate persons for election as 'AB (Supplier and Purchaser)' Member Directors (and to nominate alternates therefor) and the 'B (Supplier)' Members shall be entitled to nominate persons for election as 'B (Supplier)' Member Directors (and to nominate alternates therefore) in accordance with the procedure set out in Articles 44 to 48.
- 42 The Company may from time to time by ordinary resolution increase or reduce the number of Directors provided that the number of Directors shall not be reduced below a minimum of two.
- 43 Any non-executive directors of the Company shall be appointed by the Board and any non-executive directors of the Company may be removed from office by the Board provided that no non-executive director of the Company shall be removed until a suitable replacement is found in accordance with the provisions of this Article.

#### RETIREMENT AND ELECTION OF DIRECTORS

- 44 At every annual general meeting persons elected to the Board will be elected to reflect the composition of the Board as set out in Article 41. There will be separate elections in respect of each class of members: 'A (Purchaser)' Members, 'AB (Supplier and Purchaser)' Members and 'B (Supplier)' Members can only vote on the election of a person to the Board who is drawn from their particular class or is an employee or authorised representative of a member of that particular class.
- 45 At every annual general meeting one third of the Directors (being at least one Director drawn from each particular class of members other than those filling casual vacancies) shall retire from office but may be re-elected pursuant to the following provisions of these Articles.



- 37 The instrument appointing a proxy shall be in any usual or common form (including for the avoidance of doubt electronic form) or in any form approved by the Board and shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 38 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, 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.
- 39 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 or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 40 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### THE BOARD

- 41 The Board shall consist of not more than ten persons which shall include one non-executive director appointed in accordance with Article 43, up to three 'A (Purchaser)' Member Directors, up to three 'AB (Supplier and Purchaser)' Member Directors and up to three 'B (Supplier)' Member Directors each of which shall be appointed in accordance with Articles 44 and 45. The 'A (Purchaser)' Members shall be entitled to nominate persons for election as 'A (Purchaser)' Member Directors (and to nominate alternates therefor), the 'AB (Supplier and Purchaser)' Members shall be entitled to nominate persons for election as 'AB (Supplier and Purchaser)' Member Directors (and to nominate alternates therefor) and the 'B (Supplier)' Members shall be entitled to nominate persons for election as 'B (Supplier)' Member Directors (and to nominate alternates therefor) in accordance with the procedure set out in Articles 44 to 48.
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- 45 At every annual general meeting one third of the Directors (being at least one Director drawn from each particular class of members other than those filling casual vacancies) shall retire from office but may be re-elected pursuant to the following provisions of these Articles:

- 46 Subject to the provisions of these Articles and unless otherwise agreed by the Company by resolution the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. As between persons who became or were last re-appointed Directors on the same day those to retire (unless otherwise agreed by themselves) shall be determined by lot.
- 47 The Company at any annual general meeting at which a Director retires as aforesaid may, subject to such regulations as it in general meeting may from time to time by resolution establish, fill the vacated office by electing a person thereto in accordance with Article 44, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is resolved not to fill such vacated office or unless a resolution of the re-election of such Director shall have been put to the meeting and lost save that the composition of the Board shall comply with the provisions of Article 41.
- 48 The Board shall have power at any time, and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing members, but so that the total number of Directors shall not at any time exceed the maximum number specified in Article 41. A Director so appointed shall hold office until the next following annual general meeting, and shall then be eligible for re-election.

#### POWERS OF THE BOARD

- 49 The management of the affairs of the Company shall be vested in the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company as are not by statute or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 50 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.
- 51 The Board may from time to time provide for the management or conduct of the affairs of the Company in such manner as it thinks fit, and for this purpose may appoint or employ any person, firm or company, whether as employee, agent or otherwise, with such powers and upon such terms as may be thought fit.
- 52 The Directors for the time being may act notwithstanding any vacancy in their body, provided that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
- 53 The Directors must establish rules for any purpose required from time to time for the effective operation of the Company or the furtherance of the Objects and which, subject to Article 54, shall include rules relating to the access of the Data, provided that if there is a conflict between the terms of these Articles or the Memorandum and any rules established under this Article, the terms of the Memorandum and Articles will prevail.
- 54 The Directors (in their capacity as directors of the Company) will only have the right to review member specific Data in order to settle a dispute between members of the Company in accordance with any dispute and appeal procedures set out in the Rules.

#### DISQUALIFICATION OF DIRECTORS

- 46 Subject to the provisions of these Articles and unless otherwise agreed by the Company by resolution the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. As between persons who became or were last re-appointed Directors on the same day those to retire (unless otherwise agreed by themselves) shall be determined by lot.
- 47 The Company at any annual general meeting at which a Director retires as aforesaid may, subject to such regulations as it in general meeting may from time to time by resolution establish, fill the vacated office by electing a person thereto in accordance with Article 44, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is resolved not to fill such vacated office or unless a resolution of the re-election of such Director shall have been put to the meeting and lost save that the composition of the Board shall comply with the provisions of Article 41.
- 48 The Board shall have power at any time, and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing members, but so that the total number of Directors shall not at any time exceed the maximum number specified in Article 41. A Director so appointed shall hold office until the next following annual general meeting, and shall then be eligible for re-election.

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#### DISQUALIFICATION OF DIRECTORS

- 55 The office of a Director 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 by notice in writing to the Company he resigns his office,
  - (d) if he ceases to hold office by reason of any order made under the Companies Directors Disqualification Act 1986,
  - (e) if he is removed from office by a resolution duly passed pursuant to section 168 CA 2006,
  - (f) if he is an employee or an authorised representative of an 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or a 'B (Supplier)' Member and ceases to be an employee or authorised representative of such 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or 'B (Supplier)' Member (as the case may be), or
  - (g) if he is an employee or an authorised representative of an 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or 'B (Supplier)' Member, and such 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or 'B (Supplier)' Member ceases to be a member of the Company

#### PROCEEDINGS OF THE BOARD

- 56 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. The quorum necessary for the transaction of business of the Directors shall be four of whom one shall be an 'A (Purchaser)' Member Director, one shall be an 'AB (Supplier and Purchaser)' Member Director and one shall be a 'B (Supplier)' Member Director. Questions arising at a meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.
- 57 Two Directors may, at any time, summon a meeting of the Board by notice served upon the other Directors.
- 58 The Board shall from time to time elect the non-executive director as chairman, who shall be entitled to preside at all meetings of the Board at which he shall be present, and a vice chairman, and may determine for what period they are to hold office. If no such chairman be elected, or if at any meeting the chairman be not present and willing to preside within five minutes after the time appointed for holding the meeting the vice chairman shall preside. Subject thereto the Directors present shall choose one of their number to be chairman of that meeting provided that the chairman shall alternate at each meeting between an 'A (Purchaser)' Member Director, 'AB (Supplier and Purchaser)' Member Director and a 'B (Supplier)' Member Director.
- 59 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 the Company for the time being vested in the Board generally.
- 60 The Board may delegate any of their powers to committees consisting of such member or members of the Board and such other persons as they think fit and provided that all such actions and proceedings shall be fully and promptly reported back to the Board in writing, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents 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.
- 61 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by

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  - (d) if he ceases to hold office by reason of any order made under the Companies Directors Disqualification Act 1986,
  - (e) if he is removed from office by a resolution duly passed pursuant to section 168 CA 2006,
  - (f) if he is an employee or an authorised representative of an 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or a 'B (Supplier)' Member and ceases to be an employee or authorised representative of such 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or 'B (Supplier)' Member (as the case may be), or
  - (g) if he is an employee or an authorised representative of an 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or 'B (Supplier)' Member, and such 'A (Purchaser)' Member, 'AB (Supplier and Purchaser)' Member or 'B (Supplier)' Member ceases to be a member of the Company

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- 61 All acts bona fide 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 Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director

- 62 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board including the names of the Directors present at such meetings, and all business transacted at such meetings as recorded in the minutes of such meetings, 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
- 63 A resolution in writing signed by all the Directors for the time being 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 constituted

#### THE STAKEHOLDER ADVISORY PANEL

- 64 The Stakeholder Advisory Panel shall be appointed by the Board from time to time and for any duration and shall comprise individuals or representatives from trade unions, non-governmental or not for profit organisations and companies in each case appointed to provide a strictly advisory function in accordance with Article 66 below and provided that a Director of the Company shall not be a member of the Stakeholder Advisory Panel
- 65 The Board shall have power at any time, and from time to time for any duration to appoint any person fulfilling the criteria set out in Article 64 either to fill a casual vacancy on the Stakeholder Advisory Panel or as an addition to the existing members
- 66 Solely at the discretion of the Board, the Stakeholder Advisory Panel may be given the opportunity from time to time and to advise the Board on the strategic direction of the Company, on what standards are appropriate, on methods used to assess practices, on other strategic matters that may be deemed appropriate, and on such other matters as the Board may direct from time to time. Notwithstanding this, the Board shall not be obliged to accept or act upon any advice, opinions or proposals submitted by the Stakeholder Advisory Panel pursuant to this Article 66

#### ACCOUNTS

- 67 The Board shall cause accounting records to be kept in accordance with section 386 CA 2006
- 68 The accounting records shall be kept at the Office, or, subject to section 388 CA 2006, at such other place as the Board may think fit, and shall always be open to the inspection of the Directors
- 69 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 the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right to inspect any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting

#### NOTICES

- 70 Any notice to be given pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing
- 71 The Company can deliver a notice or any other documents, including a share certificate, to

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 Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director

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#### NOTICES

- 70 Any notice to be given pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing
- 71 The Company can deliver a notice or any other documents, including a share certificate, to

any member

- (a) by delivering it by hand to the address recorded for a member on the register of members,
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for a member on the register of members,
- (c) by fax (except for share certificates) to a fax number notified by a shareholder in writing,
- (d) by electronic mail (except a share certificate) to an address notified by a shareholder in writing, or
- (e) by a website (except a share certificate) the address of which shall be notified to a member in writing

This Article does not affect any provision of the Act or in any other relevant legislation or the Articles requiring notices or documents to be delivered in a particular way

- 72 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member
- 73 If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered

- (a) 24 hours after it was posted, if first class post was used, or
- (b) 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was

- (c) properly addressed, and
- (d) put into the post system or given to delivery agents with postage or delivery paid

- 74 If a notice or document (other than a share certificate) is sent by fax, it is treated as being delivered at the time it was sent
- 75 If a notice or document (other than a share certificate) is sent by electronic mail, it is treated as being delivered at the time it was sent
- 76 If a notice or document (other than a share certificate) is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 77 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers
- 78 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notice may be served upon him by post, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company by post

## DISSOLUTION

AWK



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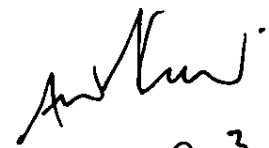
#### DISSOLUTION



- 79 Clause 8 of the Memorandum of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

#### INDEMNITY

- 80 To the fullest extent permitted by law every Director, alternate director or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without limitation) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled
- 81 The Directors may authorise loans by the Company to any Director, alternate director or other officer of the Company or any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 80 above
- 82 The Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer or employee

  
10.3.10

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- 80 To the fullest extent permitted by law every Director, alternate director or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without limitation) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled
- 81 The Directors may authorise loans by the Company to any Director, alternate director or other officer of the Company or any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 80 above
- 82 The Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer or employee

*As the*  
*10.3.10*