

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5530294

The Registrar of Companies for England and Wales hereby certifies that  
SLOW FOOD UK

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 8th August 2005



\*N05530294F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House  
— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

SLOW FOOD UK

I, SUSAN VICTORIA MILLER  
of 12 COTTAM ROAD SOUTH, BRISTOL BS6 5T2

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~† Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Sue Miller*

Declared at

CHESTER HOUSE, 276-282 HIGH BORN  
LONDON WC1V 7HA

On Day Month Year  
28 07 2005

● Please print name.

before me ●

COLIN JOHN RUSSELL

Signed

*Colin John Russell*

Date

28/7/05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Martin Walker  
Legal Services  
Co-operatives<sup>UK</sup> Ltd  
Holyoake House  
Hanover Street  
Manchester  
M60 0AS



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COMPANIES HOUSE

0532  
05/08/05

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

# 30(5)(a)

Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"

Company Name in full

SLOW FOOD UK

I, SUSAN VICTORIA MILLER

of 12 COTHAM ROAD SOUTH, BRISTOL BS6 5TZ

† Please delete as appropriate.

a [~~Solicitor engaged in the formation of the company~~] person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985† do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Susan Victoria Miller*

Declared at

CHICHESTER HOUSE 288 - 282 HIGH HOLBORN  
LONDON WC1N 7HA

Day Month Year

on

28 07 2005

① Please print name.

before me, ②

COLIN JOHN RUSSEN

Signed

*[Signature]*

Date

28/7/05

A ~~Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Martin Walker  
Legal Services  
Co-operatives<sup>UK</sup> Ltd  
Holyoake House  
Hanover Street  
Manchester  
M60 0AS



A05  
COMPANIES HOUSE

0529  
05/08/05

Form revised June 1998

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

SLOW FOOD UK

Proposed Registered Office

(PO Box numbers only, are not acceptable)

130 CORVE STREET

Post town

LUDLOW

County / Region

SHROPSHIRE

Postcode

SY8 2PG

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.



Agent's Name

Address

Post town

County / Region

Martin Walker

Legal Services

Co-operatives<sup>UK</sup> Ltd

Holyoake House

Hanover Street

Manchester

M60 0AS

Postcode

Number of continuation sheets attached



You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

Martin Walker

Legal Services

Co-operatives<sup>UK</sup> Ltd

Holyoake House

Hanover Street

Manchester

M60 0AS



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COMPANIES HOUSE

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When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

# Company Secretary (see notes 1-5)

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name

SLOW FOOD UK

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

JOHN GRAHAM

Surname

FLEMING

Previous forename(s)

Previous surname(s)

Address ††

130 CORVE STREET

Post town

LUDLOW

County / Region

SHROPSHIRE

Postcode

SY8 2PG

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent

J.G Fleming

Date

24 JULY 2005

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

JOHN GRAHAM

Surname

FLEMING

Previous forename(s)

Previous surname(s)

Address ††

130 CORVE STREET

Post town

LUDLOW

County / Region

SHROPSHIRE

Postcode

SY8 2PG

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

28 04 1946

Nationality

BRITISH

Business occupation

GRAPHIC DESIGNER

Other directorships

LUDLOW MARCHES FOOD AND DRINK FESTIVAL

BRITPRINT.COM LIMITED

I consent to act as director of the company named on page 1

Consent signature

J.G Fleming

Date

24 JULY 2005

# Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by **For and on behalf of Co-operatives UK Limited**  
**Either**

an agent on behalf  
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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L:Legal/Rules/charcom/slow food/slow-mem2.doc

The Companies Acts 1985 &amp; 1989

COMPANY LIMITED BY GUARANTEE

**Memorandum of Association of**  
**Slow Food UK**



1. The name of the Company is "Slow Food UK" (hereinafter called "the Company").
2. The registered office of the Company will be situated in England and Wales.
3. The object of the Company shall be to advance the education of the public by promoting and increasing their awareness of the diversity of local and indigenous foods (including drinks), by increasing their knowledge and appreciation of cultural traditions and customs, the way in which such food is produced and the effects this can have on human health and the protection of diverse habitats required to sustain bio-diversity.
4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:
  - a) To promote, organise, manage and participate in educational activities, including within schools and universities, through research projects, coordination, training and refresher courses, which focus on full implementation of the rights herein, health education, sensory and taste education and the development of a proper food culture;
  - b) To develop, carry out and disseminate research appropriate to the fulfillment of the objects of the Company;
  - c) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects;
  - d) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
  - e) To obtain, collect and receive money and funds by way of contributions, donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same;
  - f) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
  - g) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or for similar charitable purposes and to exchange information and advice with them;
  - h) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the

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Company or calculated to further its objects;

- i) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;
- j) To invest the monies of the Company not immediately required for its own 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 for the time being may be imposed or required by law and subject also as hereinafter provided;
- k) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to the provisions of this Memorandum of Association;
- l) To engage or employ such personnel (not being members of the Board), whether as employees, consultants, contractors or advisers, as may be required for the promotion of the objects of the Company;
- m) To open and operate bank accounts and other facilities for banking in the name of the Company;
- n) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects;
- o) To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects: Provided that wherever possible all efforts are made to ensure ethical practices are followed;
- p) To provide indemnity insurance to cover the liability of the Board, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company; (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the Board knew to be a breach of trust or breach of duty or which was committed by the Board in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as directors of the company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Board member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;
- q) To purchase, acquire and obtain an interest, trademarks, copyrights etc. as are considered necessary or convenient for the achievement of the Company's objects;
- r) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:**

- s) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- t) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company.
6. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company; PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
  - a) Of the usual professional charges for business done by any member of the Board who is a solicitor, accountant or other person engaged in a profession, or by any partner of her or his, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Board benefit under this provision and that a member of the Board shall withdraw from any meeting at which her or his appointment or remuneration, or that of her or his partner, is under discussion; and provided also that nothing shall authorise a member of the Board or her/his firm to act as auditor to the Company;
  - b) Of interest on money lent by any member of the Company (or of its Board) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time;
  - c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board);
  - d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company;
  - e) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or of its Board or is represented on the Board provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company;
  - f) Of payment of any premium in respect of any insurance as permitted by clause 4(p);
  - g) To any member of the Board in respect of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.
9. In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions active in the Company's area of benefit and having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or

dissolution of the Company.

10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a company to which section 30 of the Companies Act 1985 does not apply.

©EML/Co-operativesUK/2003/5

We, the several persons whose names, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name SUSAN VICTORIA MILLER Address 12 COITMAN ROAD SOUTH  
Signature [Signature] BRISTOL BS6 5TZ  
Occupation MARKETING DIRECTOR

Name JOHN GRAHAM FLEMING Address 130 CORVE STREET  
Signature [Signature] LUDLOW  
Occupation GRAPHIC DESIGNER SHROPSHIRE SY8 2PG

Name ..... Address .....  
Signature .....  
Occupation .....

Name ..... Address .....  
Signature .....  
Occupation .....

Name ..... Address .....  
Signature .....  
Occupation .....

Name ..... Address .....  
Signature .....  
Occupation .....

Name ..... Address .....  
Signature .....  
Occupation .....

DATED THIS 28<sup>th</sup> DAY OF July 2005

Witness to the above signatures:

Name DAVID FLEMING Address 1 SYCAMORE CLOSE  
Signature [Signature] LUDLOW  
Occupation FREELANCE CONSULTANT SY8 2PE

The Companies Acts 1985 & 1989  
COMPANY LIMITED BY GUARANTEE

**Articles of Association of**  
**Slow Food UK**

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**Interpretations**

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Company" means the above-named company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"Local Convivia" means the Slow Food Movement's basic organisational structure within which members carry out their activity in their country of activity.

"International Association" means "Slow Food" the international body of the Slow Food Movement.

"International Executive Committee" is the interim deliberative and consensus building entity of the International Association "Slow Food" which oversees the international Slow Food movement.

"The Board " means all those persons for the time being appointed to perform the duties of directors of the Company and trustees of the charity.

"Employee" means anyone holding a contract of employment with the Company.

"The Seal" means the common seal of the Company.

"Local Authority associated person" means:

- (a) a member of a local authority;
- (b) an officer of a local authority;
- (c) a person who had at any time in the preceding four years been a member of a local authority;
- (d) any other person so defined in Section 69(5) of the Local Government and Housing Act.

"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

"members of Slow Food resident in UK" means members of the International Association resident in the United Kingdom who have consented to become a member of Slow Food UK (the "Company").

The "National Statute" is a document to be approved by a majority of the members of the company present at the first Annual General Meeting, and which may be amended by the members at subsequent Annual General Meetings. The National Statute prescribes how members of the Company may elect the Board and contains other regulations relating to the operation of the Company.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

## **Members**

2. The first members of the Company shall be the subscribers to the Memorandum and Articles of Association, after which the members of the Company shall be the current, paid-up members of the International Association who have consented to become a member of Slow Food UK (the "Company"). Provided always that if the Company is receiving fifty per cent or more of its funding from the Local Authority(s) the proportion of Local Authority associated persons shall not exceed nineteen per cent of the total members having voting rights at a General Meeting of the Company.

## **Register of Members**

3. The Company shall maintain a Register of Members in which shall be recorded the name, address and email address of every member, and the dates on which he/she became a member and on which he/she ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to her or his name, address and email address.

## **Cessation of Membership**

4. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
5. A Member shall cease to be a Member if s/he:
  - (a) resigns in writing to the Secretary; or
  - (b) dies; or

- (c) is expelled by the Board for conduct prejudicial to the Company provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting, accompanied by a friend, at which the decision is to be made; or
- (d) ceases to pay any monies due to the Company within three months of their becoming due;
- (e) ceases to meet the criteria for membership as described in Article 2.

## **General Meetings**

- 6. Once in each calendar year the Company shall hold an Annual General Meeting. 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; the first Annual General Meeting shall be held within eighteen months of incorporation.
- 7. The business of an Annual General Meeting shall comprise:
  - a) the consideration of the Report and Accounts presented by the Board, except that if the first Annual General Meeting takes place less than twelve months after the incorporation of the company full Accounts need not be presented, provided that the Accounts are presented to the members at an Extraordinary General Meeting held prior to them being filed at Companies House;
  - b) the appointment and the fixing of the remuneration of the auditor or auditors (if any);
  - c) the confirmation or otherwise of the continuation of membership or retirement of those Board members retiring according to the rules specified in these articles and in the National Statute; and the appointment of any further Board members according to the rules specified in these articles and in the National Statute;
  - d) such other business as may have been specified in the notices calling the meeting.
- 8. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 9. The Board may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
- 10. Decisions at General Meetings shall be made by passing resolutions:
  - a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
  - b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

## **Notices**

- 11. All General Meetings shall be called by at least twenty-one clear days notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.

12. Notice of every General Meeting shall be given in writing, or via email if the member concerned has given their prior approval, to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post or via email to each member at the address or email address recorded in the Register of Members and to other persons at their Registered Office.
13. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting that is to consider a Special Resolution or any resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
14. Where notice is sent by post or via email, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted or emailed.
15. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

#### **Proceedings at General Meetings**

16. No member shall have more than one vote on any question to be decided at a General Meeting.
17. Only one vote may be cast by or on behalf of each member on any particular resolution. Any other member may act as a proxy for a member who is absent from the meeting provided that any person claiming to act as proxy for any member shall produce written authorisation signed by the member in question to act as a proxy on her/his behalf or as authorised as set out in the National Statute. Alternatively a member may email the identity of their proxy to the Secretary provided that such an email is validated and authenticated using procedures agreed in General Meeting by the Company. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
18. No business shall be transacted at a General Meeting unless a quorum of members is present, the quorum shall be three members. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority associated persons.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Board may direct. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.



20. At every General Meeting the Chairperson of the Company - if there is one - shall preside, if the Chairperson is not present within twenty minutes of the appointed time for the meeting the members present shall choose one of their number to act as Chairperson whose function shall be to conduct the business of the meeting in an orderly manner.
21. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.
22. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed by one or more members.

### **Board**

23. The Company shall have a Board, comprising no less than three and no more than fourteen persons, comprised as follows:
  - (a) Up to thirteen persons, appointed by the members of Slow Food resident in UK according to the rules stated in the National Statute of the Company. The National Statute must be approved by a majority of members of Slow Food resident in UK at the Annual General Meeting;
  - (b) One person appointed by the International President of Slow Food.

At the first Annual General Meeting, and at subsequent Annual General Meetings thereafter, the members of the Company will appoint directors in accordance with the provisions of the "National Statute".

Provided always that if the Company is receiving fifty per cent or more of its funding from the Local Authority(s) the proportion of Local Authority associated persons on the Board shall not exceed nineteen per cent of the their total number.

24. During the period between the formation of the Company and the first Annual General Meeting, the members of the Board will be the subscribers to the Memorandum and Articles of Association and any other members of the company appointed by them for the skills and experience they can bring to the Board, subject to the provisions of Article 23. At the first Annual General Meeting all members of the Board appointed under Article 23(a) shall retire from office and may offer themselves for re-election.
25. At all subsequent Annual General Meetings thereafter, one-third of the appointed members of the Board, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Board who have been in office for the same length of time, in the absence of agreement the members to retire shall be decided by lot. A retiring member of the Board shall be eligible for re-appointment.
26. For the avoidance of doubt Board members are the Directors of the Company and the Trustees of the Charity.

27. Under no circumstances shall any of the following serve as members of the Board:
- (a) employees of the Company;
  - (b) persons aged under eighteen years;
  - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
  - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
28. The Board may fill casual vacancies in their number by co-option, provided that such co-opted members stand down at the next Annual General Meeting following their co-option. Such co-optees shall be eligible for further co-option.
29. Membership of the Board shall cease if:-
- (a) she/he dies; or
  - (b) she/he resigns in writing to the Secretary; or
  - (c) she/he is absent without the permission of the trustees from all of their meetings held within a period of six months without good reason, and the Board decide by a majority vote that by virtue of such absence she or he shall cease to hold office; or
  - (d) she/he in the opinion of the Board ceases to fulfill any of the qualifications for membership; or
  - (e) she/he, in the opinion of a majority of the Board, fails to declare an interest according to article 30; or
  - (f) she/he is disqualified by law from being a trustee of a charity or a director of a company;
  - (g) she/he is, or may be, suffering from a mental disorder and either:-
    - (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to her/his property or affairs;
  - (h) if representing a Convivium, the Convivium is wound up or goes into liquidation or removes their endorsement of said individual
  - (i) if members recall the election of one member or more members of the Board according to the rules specified by the National Statute.
30. A Board member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly and shall withdraw from a meeting while such an issue is discussed.
31. Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Company or in connection with the business of the Company but otherwise - subject to memorandum 6 of the Memorandum of Association - shall receive no remuneration.
32. The office of a Board member shall be immediately vacated if s/he ceases to be a member of the Company for any reason whatsoever under the provisions of these Articles.

### **Powers and Duties of the Board**

33. The affairs of the Company shall be managed by the Board who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Board must be signed by at least two Board members.
35. Without prejudice to its general powers, 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 of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

#### **Proceedings of the Board**

36. *Members of the Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.*
37. At every meeting of the Board the Chairperson of the Company - if there is one - shall preside, if the Chairperson is not present within twenty minutes of the time appointed for the meeting the Board members present shall appoint one of their number to act as Chairperson, whose function it shall be to conduct the business of the meeting in an orderly manner.
38. *Questions arising at any meetings shall be decided by a majority of votes, each member of the Board present having one vote. In the case of an equality of votes, the Chairperson of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.*
39. The Secretary on the requisition of any two Board members shall summon a meeting of the Board by giving reasonable notice to all Board members.
40. *The quorum necessary for the transaction of the business of the Board shall be two members or one-third of the Board, whichever is the greater. Provided that at no time shall more than fifty per cent of those persons present and entitled to vote be Local Authority associated persons.*
41. The Board may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Board may act for the purposes of increasing the number of Board members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
42. The Board shall cause accurate records to be made, in books provided for that purpose, of:
  - a) the name, details, and date of appointment of all persons appointed to office;

- b) the names of the Board members, officers, members and other persons present at all General, Board and Sub-Committee meetings of the Company;
- c) minutes of all proceedings and resolutions at all General, Board and Sub-Committee meetings of the Company;
- d) all applications of the Seal to any document.

- 43. All such records and minutes shall according to the law for the time being in force be open to inspection during normal working hours by any member of the Board.
- 44. The Board may delegate any of their powers to Sub-Committees consisting of such members of their body and others as specified by the National Statute and other documents voted by the members of the Company, and as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board which regulations shall always include provision for regular and prompt reports to the Board.
- 45. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, even if it be afterwards discovered that there was some defect in the appointment of any Board member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
- 46. A resolution in writing, signed by all the Board members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board, and may consist of several similar documents signed by one or more Board members.
- 47. The Board may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

#### **Honorary Officers**

- 48. The Board shall elect from their own number such honorary officers as they consider fit. Any officer elected by the Board may be removed by them, subject to a right of appeal.

#### **Secretary**

- 49. The Board shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
- 50. No remuneration may be paid to a Secretary who is also a member of the Board.
- 51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

#### **The Seal**

- 52. If the Company has a Seal, it shall only be used by the authority of the Board and every instrument to which the Seal shall be applied shall be signed by a Board member and shall be countersigned by the Secretary or by a second Board

member. Every such application of the Seal shall be minuted.

### **Accounts**

53. The Board shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
  - a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
  - b) all sales and purchases of goods by the Company;
  - c) the assets and liabilities of the Company.
  - d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
54. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Board thinks fit, and shall be open to the inspection of all members during office hours.
55. The Board shall from time to time, in accordance with sections 226 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Board's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent, or emailed (provided that the member concerned has given their prior approval), to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

### **Audit**

57. Subject to such statutory regulations or exemptions as may be in force, and unless the Company is eligible for and has decided to apply the small company audit exemptions, once at least in every year the accounts of the Company 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.
58. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

### **Not for Profit Status**

59. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

### **Indemnity**

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

#### **Dissolution**

61. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

# NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name SUSAN VICTORIA MILLER Address 12 COTTAGE ROAD SOUTH  
 Signature Susan Miller BRISTOL BS6 5TZ.  
 Occupation MARKETING DIRECTOR

Name JOHN GRAHAM FLEMING Address 130 CORVE STREET  
 Signature J. G. Fleming LUDLOW  
 Occupation GRAPHIC DESIGNER SHROPSHIRE SY8 2PG

Name ..... Address .....  
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Name ..... Address .....  
 Signature .....  
 Occupation .....

DATED THIS 28<sup>th</sup> DAY OF July 2005

Witness to the above signatures:

Name DAVID FLEMING Address 1 SYCAMORE CLOSE  
 Signature [Signature] LUDLOW  
 Occupation FREELANCE CONSULTANT SY8 2PE