

FILE COPY



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

Company No. 5873676

The Registrar of Companies for England and Wales hereby certifies that

THE HEALTH FOOD MANUFACTURER'S ASSOCIATION

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 12th July 2006



\*N05873676T\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

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12

Please complete in typescript,  
or in bold black capitals.

CHFP025

### Declaration on application for registration

Company Name in full

THE HEALTH FOOD MANUFACTURERS' ASSOCIATION

I, **Jeff Waters**

of **RIVERSIDE EAST, 2 MILLSANDS, SHEFFIELD S3 8DT**

† 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

*Jeff Waters*

Declared at **ASHTON MORTON SLACK LLP**  
Solicitors  
35/47 North Church Street  
Sheffield **S12DH** Year

On **11 07 2006**

① Please print name.

before me ①

**CAIRE KITCHEN**

Signed

*Irwin Mitchell*

Date

**11/07/06**

† 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.

**Irwin Mitchell Solicitors**  
**Riverside East, 2 Millsands, Sheffield, S3 8DT**

DX number **10513**

Tel **0870 1500 100**

DX exchange **SHEFFIELD**

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**



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COMPANIES HOUSE 12/07/2006

# 30(5)(a)

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or in bold black capitals.

CHFP025

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

Company Name in full

THE HEALTH FOOD MANUFACTURERS' ASSOCIATION

I, **Jeff Waters**

of **RIVERSIDE EAST, 2 MILLSANDS, SHEFFIELD S3 8DT**

† 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~~ I 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

*Jeffrey Waters*

Declared at **ASHTON MORTON SLACK LLP**  
Solicitors  
35/47 North Church Street  
Sheffield **S12 0DH** Year

on **11 07 2006**

① Please print name.

before me ①

*Claire Kitchen* - CLARE KITCHEN

Signed

*Claire Kitchen*

Date

**11/07/06**

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.

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**DX 235 Edinburgh**

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or in bold black capitals.

# First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

## Company Name in full

THE HEALTH FOOD MANUFACTURERS' ASSOCIATION

## Proposed Registered Office RIVERSIDE EAST

(PO Box numbers only, are not acceptable)

2 MILLSANDS

Post town SHEFFIELD

County / Region SOUTH YORKSHIRE

Postcode S3 8DT

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.

X

Agent's Name IRWIN MITCHELL

Address RIVERSIDE EAST

2 MILLSANDS

Post town SHEFFIELD

County / Region SOUTH YORKSHIRE

Postcode S3 8DT

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.

Irwin Mitchell Solicitors  
Riverside East, 2 Millsands, Sheffield, S3 8DT

Tel 0870 1500 100

DX number 10513

DX exchange SHEFFIELD

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for companies registered in Scotland DX 235 Edinburgh



**Company Secretary** (see notes 1-5)

Company name THE HEALTH FOOD MANUFACTURERS' ASSOCIATION

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname IMCO SECRETARY LIMITED (COMPANY NUMBER 4449984)

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

RIVERSIDE EAST

2 MILLSANDS

Post town SHEFFIELD

County / Region SOUTH YORKSHIRE

Postcode S3 8DT

Country UNITED KINGDOM

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

Consent signature

Date 11/7/06

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title MR

\*Honours etc

Forename(s) MICHAEL

Surname LONGDEN

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

47 GROVE ROAD

ILKLEY

Post town LEEDS

County / Region WEST YORKSHIRE

Postcode LS29 9PQ

Country UNITED KINGDOM

Day Month Year

Date of birth

1 9 1 2 1 9 5 0 Nationality BRITISH

Business occupation

LAWYER

Other directorships

THE NEW NORTHERN AGENDA; 2 ALBION PLACE LIMITED;

THE RACHEL GUNTER COMPANY LIMITED

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

Consent signature

Date 11/7/06

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title \*Honours etc

\* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† 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.

**Address ††**

Post town

County / Region

Postcode

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**

*Either*

**an agent on behalf of all subscribers**

**Signed**

**Date**

**Or the subscribers**

**Signed**

**Date**

11/7/06

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

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

400356/50

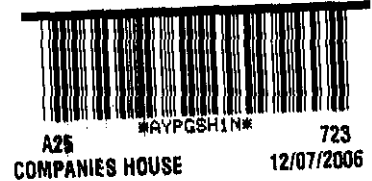
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THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE HEALTH FOOD MANUFACTURERS' ASSOCIATION



1. **Company Name**

The company's name is the Health Food Manufacturers' Association (and in 2008 is memorandum and in its articles of association it is called the Association).

2. **Registered Office**

The Association's registered office is to be situated in England.

3. **Objects**

The Association's objects (the Objects) are:

- 3.1 to be the authoritative and responsible voice for the UK natural health products industry;
- 3.2 to promote and protect the general interests of members and of the natural health products industry;
- 3.3 to influence legislators, regulators and key opinion formers to promote maximum freedom of choice and access to safe, high quality natural health products; and
- 3.4 to promote high standards for product manufacture and presentation to ensure consumer safety, responsible and informative communications and compliance with applicable legislation.

4. **Powers**

4.1 In addition to any other powers it may have, the Association has the following powers in order to further the Objects or any one of them (but not for any other purpose):

- 4.1.1 to raise funds, accept or reject gifts and grants on terms that conform with the Objects including (but not limited to) the collection of membership fees as determined by the Association. In doing so, the Association must not undertake any substantial permanent trading activity except such as will directly further the Objects and comply with any relevant statutory regulations;
- 4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property or interest in any property and to maintain and equip it for use and safety;
- 4.1.3 to sell, lease or otherwise dispose of all or any part of the property or any interest in any property belonging to the Association;
- 4.1.4 to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed;

- 4.1.5 to co-operate with other associations, organisations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - 4.1.6 to establish or support any charitable trusts, associations or institutions formed for one, more or all of the Objects;
  - 4.1.7 to set aside income as a reserve against future expenditure;
  - 4.1.8 to employ and remunerate such staff (who must not be Council Members) and other officers (other than Council Members) as are necessary for carrying out the work of the Association and promoting its Objects. This includes the power to make all reasonable and necessary arrangements for the payment of pensions for staff and their dependants;
  - 4.1.9 to provide indemnity insurance for the Council Members or any other officer of the Association for any liability as is mentioned in clause 4.2 of this memorandum;
  - 4.1.10 to pay out of the funds of the Association the costs of forming and registering the Association as a company;
  - 4.1.11 to establish any advisory committees necessary or expedient for the achievement of the Objects;
  - 4.1.12 to do all such other lawful things as are necessary or expedient for the achievement of the Objects.
- 4.2 The liabilities referred to in clause 4.1.9 of this memorandum are:
- 4.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association;
  - 4.2.2 the liability to make a contribution to the Association's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

## 5. Application of Income and Property

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 5.2 A Council Member is entitled to be reimbursed from the property of the Association or *may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Association.*
- 5.3 Subject to the restrictions in clauses 4.2 and 4.3 of this memorandum, a Council Member may benefit from trustee indemnity insurance cover purchased at the Association's expense.
- 5.4 Subject to clause 5.5 of this memorandum none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association.
- 5.5 Subject to clause 5.6, clause 5.4 of this memorandum does not prevent a member receiving:



5.5.1 a benefit from the Association in the capacity of a member of the Association;  
or

5.5.2 reasonable and proper remuneration for any goods or services supplied to the Association.

5.6 No Council Member may:

- (i) buy goods or services from the Association;
- (ii) sell goods, services or any interest in land to the Association;
- (iii) be employed by or receive any remuneration from the Association;
- (iv) receive any other financial benefit from the Association;

unless there is a purchase, sale or receipt amounting to a benefit from the Association as a furtherance of its Objects on terms no different than for any other beneficiary of the Association and the relevant Council Member has played no part in the Association's decision making in respect of their purchase, sale or receipt.

## **6. Limited Liability**

6.1 The liability of the members is limited.

6.2 Every member promises, if the Association is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of either the debts and liabilities of the Association incurred before they cease to be a member, or of the costs charges and expenses of winding up and the adjustment of the rights of the contributories among themselves.

## **7. Assets on Dissolution**

7.1 The members of the Association may at any time before, and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred to any charitable trust, association, organisation or voluntary body for purposes similar to the Objects.

7.2 Subject to any such resolution of the members of the Association, the Council Members of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Association be applied or transferred in accordance with 7.1.1 or 7.1.2:

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

---

Signatures, Names and Addresses of Subscribers:

---



Michael Longden  
47 Grove Road  
Ilkley  
Leeds LS29 9PQ

Dated: 11/7/2006

Witness to the above Signatures:



Name: Jeff Waters

Address: 7 Edgebrook Rd  
Sheffield S7 1SG

Occupation: SOLICITOR

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION**

**OF**

**THE HEALTH FOOD MANUFACTURERS' ASSOCIATION**

**1. Interpretation**

1.1 In these articles:

"the Act"	means the Companies Acts 1985 and 1989 as amended from time to time;
"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Association;
"the Association"	<i>means the company intended to be regulated by these articles;</i>
"Council Member"	means in these articles and in the memorandum an unremunerated director of the Association;
"the memorandum"	means the memorandum of association of the Association;
"officers"	includes the Council Members, the secretary, the President, the Vice-President and the employees of the Association;
"the seal"	means the common seal of the Association if it has one;
"secretary"	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;
"the United Kingdom"	means Great Britain and Northern Ireland;

1.2 Words importing one gender shall include all genders, and the singular includes the plural and the plural the singular.

1.3 Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act and a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

**2. Members**

2.1 The subscriber to the memorandum is the first member of the Association and notwithstanding article 2.2, the subscriber may at his sole discretion appoint any other parties as members providing such parties give written consent.

2.2 Membership is otherwise open to any partnerships, companies and other registered businesses engaged in the manufacture or marketing of natural health products if they:

- 2.2.1 apply to the Association in the form required by the Council Members;
- 2.2.2 meet the relevant trading criteria for the class of membership to which they apply (as set out in article 2.3) and
- 2.2.3 are subsequently approved for membership by the Council Members.
- 2.3 Membership of the Association shall be divided into the following classes of membership and, subject to article 2.2, a specified class of membership shall be available to such partnerships, companies or other registered businesses who fulfill the corresponding trading criteria for that class:
  - 2.3.1 Full Members, being those who shall have a substantial part of their business in the manufacture and/or marketing of natural health products;
  - 2.3.2 Associate Members from Outside the European Union, the European Free Trade Area or the Channel Islands being those who are engaged in the manufacture and/or marketing of natural health products but who do not have any such subsidiary within such territories;
  - 2.3.3 Associate Members, being those who are engaged in the manufacture and/or marketing of natural health products but to the extent that this represents less than 10% of their business; and
  - 2.3.4 Affiliate Members, being those who are engaged in providing services to UK natural health product supply companies.
- 2.4 All members shall pay to the Association on election, and as called upon in every subsequent year, a subscription of such amount as the Council may determine from time to time.
- 2.5 The Council Members may refuse an application for membership or a change in class of membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
- 2.6 The Council Members shall inform any applicant in writing of the refusal.
- 2.7 The Council Members shall consider any written representations the applicant may make about a refusal. The Council Members' decision following any written representations shall be notified to the applicant in writing but shall be final.
- 2.8 Subject to approval by the Council Members, Associate Members from Outside the European Union, the European Free Trade Area or the Channel Islands may, at any time after one year of membership, apply to become a Full Member if they have either established a UK subsidiary or can demonstrate a UK turnover in natural health products.
- 2.9 Associate Members may apply to become a Full Member at any time after two consecutive years of being an Associate Member.
- 3. Membership is personal to the member and is not transferable to or exercisable by any other organisation.
- 4. The Council Members shall keep a register of names and addresses of the members.
- 5. **Termination of Membership**

5.1 Membership is terminated:

- 5.1.1 if the member ceases to be engaged in the natural health products industry;
- 5.1.2 if the member makes any voluntary arrangement with its creditors or (being an individual, partnership or firm) becomes bankrupt or (being a company) becomes subject to an administration order or goes into liquidation (otherwise than for the purpose of amalgamation or reconstruction) or an encumbrancer takes possession or a receiver is appointed of any of the property or assets of the other party, or the other party ceases, or threatens to cease, to carry on business.
- 5.1.3 if the member resigns by written notice to the Association unless, after the resignation, there would be less than five members;
- 5.1.4 at the Council Members' absolute discretion if any sum due from the member to the Association is not paid in full within three months after demand has been made in writing;
- 5.1.5 if the member is removed from membership by a resolution of the Council Members that it:
  - (i) is guilty of conduct that makes it unfit to remain a member;
  - (ii) has not abided by the Association's mandatory Code of Standards; or
  - (iii) has not abided by any other Codes accepted by the Association or Resolutions passed by Members of the Association in a General Meeting.
- 5.1.6 A resolution to remove a member in accordance with 5.1.5 from membership may only be passed if:
  - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Council Members at which the resolution will be proposed and the reasons why it is to be proposed;
  - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

**6. General meetings**

- 6.1 The Association shall hold its first annual general meeting within fifteen months after the date of its incorporation.
- 6.2 An annual general meeting shall be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 6.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6.4 The Council Members may call an extraordinary general meeting at any time.

**7. Notice of general meetings**

- 7.1 The minimum period of notice required to hold any general meeting of the Association is twenty-one days.
- 7.2 A general meeting may be called by shorter notice if it is so agreed:
- (i) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (ii) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- 7.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 7.4 The notice must be given to all the members, Council Members and the auditor.
- 7.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association or failure of the postal service.

**8. Proceedings at general meetings.**

- 8.1 No business shall be transacted at any general meeting unless a quorum is present.
- 8.2 A quorum shall be five members entitled to vote upon the business to be conducted at the meeting.
- 8.3 The authorised representative of a member organisation shall be counted in the quorum.
- 8.4 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned ("a quorum adjournment") to fourteen days thereafter (or if that be a public holiday the next working day thereafter) at a time and place to be determined by those present.
- 8.5 The Council Members must reconvene a meeting subject to a quorum adjournment and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 8.6 If no quorum is present at a reconvened meeting that has been subject to a quorum adjournment within fifteen minutes of the time specified for the start of the meeting the members present at the time of any vote shall constitute the quorum for that meeting.
- 8.7 General meetings shall be chaired by the Chairman but if there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Council Member nominated by those Council Members present shall chair the meeting and if there is only one Council Member present and willing to act, they shall chair the meeting.
- 8.8 If no Council Member is present and willing to chair a meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote shall choose one of their numbers to chair the meeting.
- 8.9 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned ("a members' adjournment").

- 8.10 The person who is chairing the meeting must decide the date time and place at which meeting subject to a members' adjournment is to be reconvened unless those details are specified in the resolution.
- 8.11 No business shall be conducted at a reconvened meeting that has been subject to a quorum or members' adjournment unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 8.12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 8.13 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by;
- (i) the person chairing the meeting; or
  - (ii) by at least five members having the right to vote at the meeting; or
  - (iii) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 8.14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 8.15 The result of every vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- 8.16 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting and if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 8.17 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members), who may fix a time and place for declaring the results of the poll and the result of the poll as so declared shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 8.18 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 8.19 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 8.20 The poll must be taken within thirty days after it has been demanded and;
- (i) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken, and,
  - (ii) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 8.21 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote they may have.

- 8.22 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

**9. Votes of members.**

- 9.1 Subject to these articles every Full Member shall have one vote. All other members may attend and speak at meetings but shall not be entitled to vote.
- 9.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if they owe any money to the Association.
- 9.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 9.4 Any member of the Association may nominate any person to act as its representative at any meeting of the Association.
- 9.5 The member must give written notice to the Association of the name of its representative. The nominee shall not be entitled to represent the Member at any meeting unless the notice has been received by the Association. The nominee may continue to represent the Member until written notice to the contrary is received by the Association.
- 9.6 Any notice given to the Association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 9.7 A member or duly notified members' representative may appoint another member to be proxy at a general meeting but that member present by proxy shall not form part of the quorum in its capacity as proxy.

**10. Council Members**

- 10.1 A Council Member must be a Full Member at the time of appointment and at all times thereafter. Should a Council Member's status as a Full Member terminate in accordance with these articles, it shall cease to be a Council Member with immediate effect.
- 10.2 Each Council Member may nominate any person to act as its representative at Council meetings of the Association provided that the person has sufficient authority to take decisions on the Council Member's behalf. That person shall also be the Council Member's representative for the purposes of article 9.4 and the provisions of article 9.5 shall also apply in respect of nominated representatives of Council Members.
- 10.3 No one may be appointed a representative of a Council Member if he or she would be disqualified from acting under the provisions of Article 14.3 .
- 10.4 There shall be at least five Council Members but (unless otherwise determined by ordinary resolution) there shall be a maximum of twelve.
- 10.5 The first Council Members shall be those persons notified to Companies House as the first directors of the Association in accordance with section 10 of the Act.
- 10.6 A Council Member may appoint an alternate director or anyone to act on their behalf at meetings of the Council Members provided that the appointee has sufficient authority to take decisions on the Council Member's behalf.



**11. Powers of Council Members**

- 11.1 The Council Members shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution or charity law.
- 11.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Council Members.
- 11.3 Any meeting of Council Members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council Members.

**12. Retirement of Council Members**

- 12.1 At each annual general meeting one-half of the Council Members or, if their number is not two or a multiple of two, the number nearest to one half rounded down shall retire from office. If there is only one Council Member they must retire.
- 12.2 The Council Members to retire by rotation shall be those who have been longest in office since their last appointment. If any Council Members became or were appointed Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 12.3 If a Council Member is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

**13. The Appointment of Council Members**

- 13.1 The Association may appoint or reappoint a Full Member who is willing to act as a Council Member by a secret postal ballot which shall be administered by the auditor. The ballot forms shall be sent to all Full Members at least 21 clear days before the annual general meeting. Any ballot forms that are not completed and returned by at least 7 clear days before the annual general meeting shall be disregarded for the purposes of the ballot.
- 13.2 The Council Members may resolve to co-opt Full Members who are willing to act as Council Members save where any co-option would result in more than one-third of the board of Council Members being co-opted Council Members.
- 13.3 A Council Member co-opted by a resolution of the other Council Members must retire at the end of the next annual general meeting and shall not be taken into account in determining the Council Members who are to retire by rotation.
- 13.4 The appointment of a Council Member, whether by the Association in general meeting or by the other Council Members, must not cause the number of Council Members to exceed any number fixed as the maximum number of Council Members.

**14. Disqualification and removal of Council Members and their appointed representatives**

- 14.1 A Council Member shall cease to hold office if it:
  - 14.1.1 ceases to be a member of the Association;

- 14.1.2 resigns as a Council Member by notice to the Association (but only if at least five Council Members will remain in office when the notice of resignation is to take effect); or
- 14.1.3 is absent without the permission of the Council Members from all their meetings held within a period of four consecutive months and the Council Members resolve that their office be vacated
- 14.2 If in the opinion of the board of Council Members, the effective control of a Council Member changes hands whilst in office, that Council Member may continue to hold office for that time but must offer itself for re-election at the ballot prior to the next general meeting.
- 14.3 The Council may require a Council Member to appoint an alternative representative if in the opinion of the board of Council Members the current nominated representative:
  - 14.3.1 would be prohibited by the Act or any other provision in law from acting as a director; or
  - 14.3.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

## **15. Council Members' remuneration**

The Council Members shall not receive any remuneration but may be paid reasonable expenses.

## **16. Proceedings of Council Members**

- 16.1 The Council Members may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 16.2 The board of Council Members shall hold at least two meetings a year.
- 16.3 Any Council meeting can be called by either the Chairman or any two Council Members.
- 16.4 In respect of any board meeting called, all Council Members must receive written notification of:-
  - 16.4.1 any proposed co-optation of a Council Member at least 21 days in advance of the meeting; and
  - 16.4.2 any other matters to be discussed at least four days in advance of the meeting.
- 16.5 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 16.6 No decision may be made by a meeting of the Council Members unless a quorum is present at the time the decision is purported to be made. The quorum shall be at least five Council Members.
- 16.7 A Council Member shall not be counted in the quorum present when any decision is made about a matter upon which that Council Member is not entitled to vote.

- 16.8 If the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.9 The Council Members shall appoint a Chairman, Vice-Chairman and Honorary Treasurer from their number at the first board meeting following the annual general meeting-but may at any time revoke such appointments and appoint replacements. The appointments of Chairman and Vice-Chairman shall be held for a maximum consecutive period of three years.
- 16.10 The Chairman will act as chair at meetings of the Council Members but if the Chairman is not present within ten minutes after the time appointed for the meeting, the Vice-Chairman will chair the meeting or if he is not present the Council Members present may appoint one of their number to chair that meeting.
- 16.11 The person appointed to chair meetings of the Council Members shall have no functions or powers except those conferred by these articles or delegated to them by the Council Members.
- 16.12 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of Council Members or of a committee of Council Members entitled to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council Members or (as the case may be) a committee of Council Members duly convened and held.
- 16.13 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Council Members.

## **17 Delegation**

- 17.1 The Council Members may delegate any of their powers or functions to a committee of two or more Council Members but the terms of any delegation must be recorded in the minute book.
- 17.2 The Council Members may impose conditions when delegating, including the conditions that:
- (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (ii) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Council Members.
- 17.3 The Council Members may revoke or alter a delegation.
- 17.4 All acts and proceedings of any committees must be fully and promptly reported to the Council Members.
- 17.5 A Council Member must absent themselves from any discussions of the Council Members in which it is possible that a conflict will arise between their duty to act solely in the interests of the Association and any personal interest (including but not limited to any financial interest). This article shall not apply in respect of any discussion or resolution regarding the acquisition of indemnity insurance in accordance with 4.1.9 of the memorandum.

17.6 Subject to these articles all acts done by a meeting of Council Members, or of a committee of Council Members, shall be valid notwithstanding the participation in any vote of a Council Member:

- (i) who was disqualified from holding office;
- (ii) who had previously retired or who had been obliged by the constitution to vacate office;
- (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (iv) the vote of that Council Member; and
- (v) that Council Member being counted in the quorum;

the decision has been made by a majority of the Council Members at a quorate meeting.

17.7 Article 17.6 does not permit a Council Member to keep any benefit that may be conferred upon them by a resolution of the Council Members or of a committee of Council Members if, but for Article 17.6 the resolution would have been void, or if the Council Member has not complied with article 17.5.

## **18. Association Officers**

18.1 A President and Vice-President may be elected annually by the members at the annual general meeting. Both the President and Vice-President shall be entitled to attend the *board meetings of Council Members but shall not be entitled to vote at such meetings* unless they also hold the office of elected Council Member.

18.2 A secretary shall be appointed annually by the board of Council Members.

## **19. Seal**

If the Association has a seal it must only be used by the authority of the Council Members or of a committee of Council Members authorised by the Council Members. The Council Members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the secretary or by a second Council Member.

## **20. Minutes**

20.1 The Council Members must keep minutes of all:

- 20.1.1 appointments of officers made by the Council Members;
- 20.1.2 proceedings at meetings of the Association;
- 20.1.3 meetings of the Council Members and committees of Council Members including:
  - (i) the names of the Council Members present at the meeting;
  - (ii) the decisions made at the meetings; and

- (iii) where appropriate the reasons for the decisions.

## **21. Accounts**

- 21.1 The Council Members must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act and an annual report as required by section 234 of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 21.2 The Council Members must keep accounting records as required by sections 221 and 222 of the Act.
- 21.1.3 The Council Members shall present the annual directors' report and accounts to members at the annual general meeting following the end of the relevant financial year of the Association and shall enclose copies of the same to members with the notice convening the annual general meeting.

## **22. Auditor**

An auditor shall be appointed by the members present who are entitled to vote at the annual general meeting. In the event that the members fail to appoint an auditor or the post of auditor is vacated prior to an annual general meeting, the board of Council Members shall have the authority to appoint a new auditor until the next annual general meeting.

## **23. Notice and correspondence**

- 23.1 Any notice to be given to or by any person pursuant to the articles must be in writing.
- 23.2 The Association may give any notice to a member either:
- 23.2.1 personally; or
  - 23.2.2 by sending it by post in a prepaid envelope addressed to the member at their address; or
  - 23.2.3 by leaving it at the address of the member.
  - 23.2.4 by way of email or facsimile or any other form of electronic communications where an address has been supplied by the recipient for such purposes
- 23.3 A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 23.4 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 23.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 23.6 A notice shall be deemed to be given 24 hours after the envelope containing it was posted via first class post.

## **24. Indemnity**

The Association shall indemnify every Council Member or other officer of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Council Member or in which the Council Member is acquitted or in connection with any application in which relief is granted to the Council Member by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## **25. Rules**

25.1 The Council Members may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Association.

25.2 The bye laws may regulate the following matters but are not restricted to them:

25.2.1 the admission of members of the Association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

25.2.2 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;

25.2.3 procedures for and consideration of the award of scholarships, bursaries and celebration of achievements and attainments;

25.2.4 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

25.2.5 the procedure at general meetings and meetings of the Council Members in so far as such procedure is not regulated by the Act or by these Articles;

25.2.6 generally, all such matters as are commonly the subject matter of company rules.

25.3 The Association in general meeting has the power to alter, add to or repeal the rules or bye laws.

25.4 The Council Members shall adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association.

25.5 The rules or bye laws, shall be binding on all members of the Association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

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Signatures, Names and Addresses of Subscribers

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Michael Longden  
47 Grove Rd  
Ilkley  
Leeds  
LS29 9PQ

Dated: 11/7

2006

Witness to the above Signatures:



Name: Jeff Waters

Address: 7 Edgebrook Road  
Sheffield S7 1SG

Occupation: SOLICITOR