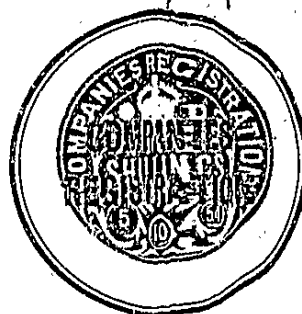


THE COMPANIES ACT 1948.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

LIMITED:

REGISTERED

9-OCT-1954

Presented by

Bramley & Coombe,

THE SOLICITORS LAW
STATIONERY SOCIETY

LIMITED

AGENCY DEPT.
SALISBURY SQUARE HOUSE,
SALISBURY SQUARE,
FLEET STREET, E.C.4.

Solicitors, 4 & 6, Paradise Square,

Sheffield, 1.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

36, ARTHUR HOLMES CONNELL

of 4 & 6 Paradise Square in the City of Sheffield

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of
the Supreme Court engaged in the formation

of The British Glass Industry Research Association

Limited;

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at Sheffield in the County
of York

the 30th day of September
one thousand nine hundred and fifty-
four

Before me,

W. J. Smith

Arthur L. Connell

Note.—This margin is reserved for binding and must not be written across.



LICENCE BY THE BOARD OF TRADE,

pursuant to Section 19(1) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Board of Trade that

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

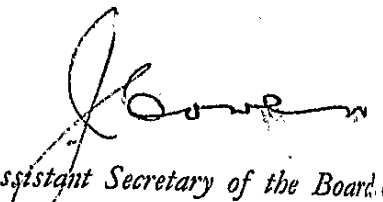
an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for the purpose of promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association

NOW, THEREFORE, the Board of Trade in pursuance of the powers in them vested, and in consideration of the provisions and conditions contained in the Memorandum of Association of the said Association as subscribed by
fifteen members thereof on the twentieth day
of September, 19 54, do by this their licence direct

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

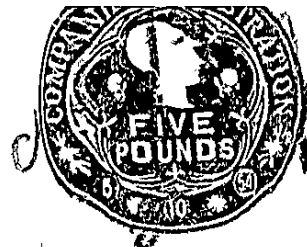
to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by Order of the Board of Trade, this twenty-fourth day
of September, 19 54.


An Assistant Secretary of the Board of Trade



THE COMPANIES ACT, 1948



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL



Memorandum of Association
OF
THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

REGISTERED

9- OCT 1954

1. The name of the Company (hereinafter called "the Association") is "The British Glass Industry Research Association".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are: —
 - (a) To promote research and other scientific work in connection with the Glass trade or industry and other trades and industries allied therewith or accessory thereto, and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries, and in particular to collaborate with, and to assist by grants of money or otherwise, the Department of Glass Technology of the University of Sheffield and such other Departments in that or any other University or Educational Institution as may be able to further the objects of the Association.
 - (b) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.
 - (c) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Association, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Association or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.
 - (d) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Association for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Association.



- and others upon such terms as may seem expedient, and to develop, perfect and test the provided also of such inventions, improvements, processes and designs by manufacturing, exhibiting the Charity placing on the market any article or substances to which the same may be capable of applying the same
- (e) To apply to the Government departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money and (subject to the provisions of Section 14 of the Companies Act, 1948) of land, donations, gifts, subscriptions and other chargeable assistance for promoting the objects of the Association, and to discuss and negotiate with their own and with the Committee of the Privy Council for Scientific and Industrial Research and other bodies the same manner of research and other work and matters within the objects of the Association and to which they have been to any proper conditions upon which such grants and other payments may be made.
- To establish, promote, co-operate with, become a member of, act as or appoint an agent or delegate for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or unincorporated, whose objects include scientific or industrial research.
- (g) To establish, maintain, control and manage branches of the Association in the United Kingdom or elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- (h) To undertake and execute any trusts which may help to attain any of the objects of the Association.
- (i) To carry out any of the above-mentioned research or other scientific work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular member or group of members of the Association, and in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or member or group of members as may be expedient.
- (j) To borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- (k) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (l) To invest the moneys of the Association not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust moneys and in such manner as may from time to time be determined.
- (m) Subject to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances, and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Association, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association.
- (n) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- (o) To use the funds of the Association in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Association for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of glass and related materials.
- (p) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the glass industry or the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Association.
- (q) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Association or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (r) To procure the Association to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (s) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Association to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance to which the Assurance Companies Act, 1909, or any Act extending, amending or re-enacting the same applies or to re-insure any risks comprised in any such business as aforesaid.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Association, would make it a trade union.

and test the... ing, exhibiting... able of applic... other public... y and (subje... ptions and o... otiate with... earch sche... and to conf... ade.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, or any authority exercising corresponding jurisdiction outside England and Wales, the Association shall not sell, mortgage, lease or lease the same without such authority, approval or consent as may be required by law, and in regard to any such property the Council of Management or Governing Body of the Association shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Minister of Education or any such other authority as aforesaid over such Council of Management or Governing Body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding five per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Association, but so that no Member of the Council or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Association or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Committee of the Privy Council for Scientific and Industrial Research, provided that nothing hereinbefore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Committee of the Privy Council for Scientific and Industrial Research, and Members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any Member of the Association, whether a Member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Association.

5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade in consultation with the Committee of the Privy Council for Scientific and Industrial Research.

6. The fourth and fifth clauses of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 19 of the Companies Act, 1918.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association, subject to the approval of the Committee of the Privy Council for Scientific and Industrial Research, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association, and of the property credits and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined, and the correctness of the income and expenditure account and of the balance sheet ascertained by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed a Company in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

J. H. Cauwood, Director.

JOHN DOUGLAS CAUWOOD of Canning Town Glass Works Ltd., Stephenson Street, Canning Town, London E.16

F. W. Hodkin, Director.

FREDERICK WILLIAM HODKIN of Bagley & Co. Ltd., Glass Works, Knottingley.

A. W. Clark, Managing Director.

ALEC WILSON CLARK of Beatson, Clark & Co. Ltd., Glass Works, Rotherham.

H. W. Howes, Director.

HENRY WALTER HOWES of The United Glass Bottle Manufacturers Ltd., 8, Leicester Street, London. W.C.2.

W. E. Cook, Director.

WILLIAM EDWARD COOK of Stuart & Sons Ltd., Red House Glass Works, Stourbridge.

P. T. Jackson, Director.

PETER JACKSON of Jackson Brothers Ltd., Knottingley, Yorks.

M. L. Forster, Director.

MICHAEL LEETHAM FORSTER of Forster's Glass Co. Ltd. Atlas Glass Works, St Helens, Lancs.

E. W. Meigh, Director.

EDWARD MEIGH of City Glass Bottle Co. Ltd. The Eastern Industrial Estate, Edinburgh Way, Harlow, Essex.

A. Garstang, Managing Director.

ALEC GARSTANG of King, Taudevin & Gregson Ltd. Grindlegate Works, Scotland Street, Sheffield. 3.

M. A. Pilkington, Director.

LAWRENCE HERBERT ALISTON PILKINGTON of Pilkington Brothers Ltd. St Helens, Lancs.

~~JOHN CLARKE GEORGE of Allea Glass Works Co. Ltd. Allea, Scotland.~~

WILLIAM LESLIE PRAET of National Glass Works (York) Ltd., Fishergate, York.

Percy Haller, Technical Representative.

PERCY HALLER of J.G. Stein & Co. Ltd. Bonnybridge, Scotland.

C. E. Ramsden, Chairman.

CYRIL EDWARD RAMSDEN of C.E. Ramsden & Co. Ltd., Fenton, Stoke-on-Trent.

W. M. Hampton, Director.

WILFRED MARSH HAMPTON of Chance Brothers Ltd., Glass Works, Smethwick 40, near Birmingham.

A. Haslam Wood, Chairman.

ALPHONSE HASLAM WOOD of Wood Bros. Glass Co. Ltd., Borough Flint Glass Works, Barnsley.

Dated the 20th day of September, 1954.
(Wentworth)

Witnesses to the above signatures: —

Attest: Council Solicitor Sheffield.

ous of being formed

Min
Jin
ODKIN of
Glass Works,

S. Director
The United
rers Ltd.,
ondon. W.C.2.

Direct
Brothers

Bottle
rial
w,

rect
GTON



THE COMPANIES ACT, 1948



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

REGISTERED

9 - OCT 1954

Articles of Association
OF

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

"The Act" means the Companies Act, 1948.

"Month" means calendar month.

"The Association" means the British Glass Industry Research Association.

"The Office" means the registered office of the Association.

"The Council" until the election of the first Council means the Signatories of the Memorandum of Association, and thereafter means the Council of Management of the Association as a body or quorum of the members thereof at a Council meeting.

"Secretary" includes any person appointed to perform the duties of the secretary of the Association whether temporarily or otherwise.

"In Writing" and "Written" include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in visible form.

Words which have a special meaning assigned to them in the Act have the same meaning in these presents.

Words importing the singular number include the plural, and the converse applies.

Words importing males include females.

Words importing persons include corporations.

"Notice" includes all written communications to members.

"These presents" means the Articles of Association for the time being of the Association.

"The Department" means the Committee of the Privy Council for Scientific and Industrial Research.

MEMBERS

2. For the purpose of registration the number of Members of the Association is declared to be one hundred and fifty, but the Council may register an increase in the number of members whenever and as often as they think fit.

3. The Association is established for the purposes expressed in the Memorandum of Association.

4. The subscribers hereto shall be the first Ordinary Members, and subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.

5. The membership of the Association shall consist of persons or corporate bodies with the following status:—

- (a) Ordinary Members who shall be the signatories of the Memorandum of Association and those persons or corporations carrying on business in the production or marketing of glass and related materials and articles made wholly or partly therefrom or in the production of machinery, appliances, accessories or materials to be employed in the production or marketing of glass and related materials and articles made wholly or partly therefrom who shall be admitted as Members of the Association in manner hereinafter provided.
- (b) Associate Members who must be scientific workers, pressmen or others connected with the said trades or industries or any of them, or likely to assist in the development of the said trades or industries or any of them, or persons or incorporated companies dealing in requisites used in the said trades or industries or any of them in any part of the world, or superintendents, directors, secretaries or other officers of limited liability companies carrying on any of such businesses.
- (c) Delegate Members, being delegates of other associations established for kindred purposes.
- (d) Honorary Members, being persons, whether entitled or not to become Members under the above provisions, nominated for membership by the Council for special services or for special cause, and elected at a General Meeting.

No Member, other than an Ordinary Member, shall be entitled to vote at General Meetings. Members other than Ordinary Members shall be entitled to such of the privileges and benefits of the Association as the Council may from time to time determine, but without power to vote at any General Meeting.

Subject always to the provisions of Article 6 an Ordinary or Associate Member must be a British subject or a subject of the Republic of Ireland or a body corporate incorporated in and under the laws of and having its principal place of business in some part of the United Kingdom and Colonies or in any of the countries mentioned under subsection (3) of Section 1 of the British Nationality Act, 1948 or the Republic of Ireland and in all cases where capital is divided into shares having more than half of the issued capital owned by subjects of the countries or Colonies aforementioned beneficially entitling the holders thereof to more than half of the voting power of the body corporate.

6. The following provisions shall have effect with respect to the Association, and in case of any conflict between the provisions of this Article and those of any other Article the provisions of this article shall prevail:—

A. Every application for membership of the Association shall be accompanied by:—

- (1) In the case of an application made by an individual, a declaration by the applicant stating whether he is or is not a British subject, and whether he has or has not ever taken an oath of allegiance to or otherwise become a citizen or subject of any, and if so, what, foreign sovereign or State; and, if a British subject, whether he is a natural-born British subject, or a British subject by naturalisation or otherwise, and, if naturalised, whether he remains for any purpose in the allegiance of any, and if so, what, foreign sovereign or State.
- (2) In the case of an application made by a corporation, a declaration made on behalf of the corporation by the secretary or other officer authorised in that behalf stating whether the corporation is a foreign corporation or a corporation under foreign control.

And in either case the Council may, before electing any Member, require such further evidence as it shall in its absolute discretion think necessary in support of any such declaration.

B. In the event of its being proved to the satisfaction of the Council that the declaration made under Clause A is untrue, the Council may by resolution (which shall be final and conclusive and not subject to question by any person on any ground whatever) exclude such Member from membership, and upon such resolution being passed such Member shall cease to have any interest in the Association and shall have no claim against the Association or the Council or any of its Members in respect thereof.

C. The Council shall not without the consent of the Board of Trade elect to membership any foreigner or foreign corporation or corporation under foreign control and the membership of any of the aforesaid may and shall be terminated by the Council at any time at the request of the Board of Trade.

D. If at any time a Member shall cease to be a British subject or a subject of the Republic of Ireland or shall come in any way directly or indirectly under the control or directions of, or become in the opinion of the Board of Trade subject to the influence of any foreign State, body, person or corporation, or corporation under foreign control, the Council may at any time and shall at the request of the Board of Trade serve on the Member in question a notice in writing requiring such Member to retire from the Association, and upon such notice being given, such Member shall *ipso facto* cease to be a Member of the Association, and shall not be eligible for re-election as a Member except with the consent of the Board of Trade.

E. In the event of any Member ceasing to be a British subject or a subject of the Republic of Ireland or coming in any way directly or indirectly under the control or directions of any foreign State, body, person or corporation, or corporation under foreign control, he shall within thirty days disclose the fact to the Council who shall thereupon immediately inform the Board of Trade, and failure to make such a disclosure within such period shall render the Member liable to exclusion in the manner provided by Clause B hereof. Provided that no such right of exclusion under this Clause shall be exercised by the Council without the consent of the Board of Trade.

F. Only a British subject resident in the United Kingdom shall be qualified to be a member of the Council, and the office of a Member of the Council shall be vacated:—

- (a) If he cease to be a British subject, or cease to reside in the United Kingdom.
- (b) If he be called upon in writing by at least three-fourths of all the other Members of the Council for the time being to resign office on the ground that he is, in their opinion, subject to the influence of a foreign State, body, person, or corporation, or a corporation under foreign control, and for that reason is not a desirable person to be a Member of the Council, and so that the opinion of a three-fourths majority of the other Members of the Council so expressed shall not be subject to question by any person or corporation on any ground whatsoever.

G. In these provisions:—

The expression "foreigner" means every person who is not a British subject within the meaning of the British Nationality Act, 1948, and any Act of Parliament amending the same or a subject of the Republic of Ireland.

The expression "foreign corporation" means any corporation which is not incorporated in and under the laws of or has not its principal place of business in some part of the United Kingdom and Colonies or any of the countries mentioned in subsection (3) of Section 1 of the British Nationality Act, 1948, or the Republic of Ireland.

The expression "foreign state" means any country or state other than the United Kingdom and Colonies and the countries mentioned in subsection (3) of Section 1 of the British Nationality Act, 1948, and the Republic of Ireland.

The expression "corporation under foreign control" means:—

- (a) A corporation of which the majority of Directors or persons occupying the position of Directors, by whatever name called, are foreigners.
- (b) A corporation members of which holding shares or stock conferring a majority of the votes are foreigners or foreign corporations or persons who hold such shares or stock directly or indirectly on behalf or under the control or directions of foreigners, a foreign State or a foreign corporation.
- (c) A corporation which is by any other means, whether of a like or of a different character, in fact under the control of foreigners, a foreign State or a foreign corporation.
- (d) A corporation whereof the executive is a corporation within (a), (b), or (c).

The expression "shares" shall include any securities which carry any power of voting with respect to the management of a company, and the expression "shareholder" shall have a corresponding meaning.

H. For the purposes of the foregoing provisions, service of a notice shall be deemed to be effected by sending by registered post a prepaid letter containing the notice and addressed to the Member at his registered address, and service shall be deemed to have been effected at the time at which the letter would have been delivered in the ordinary course of post.

7. No firm or other unincorporated association may as such become a member of the Association, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same by-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall if admitted to membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Association, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to be a member of the Association or to act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a member of the Association and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed by all the members of the firm or other unincorporated association. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names, nationality and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 18) to give notice in writing to the Member representing such firm or association to terminate his membership and to withdraw from the Association, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

10. A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Association and vote thereat, and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing.

11. Any director or secretary of a corporation which is a Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to membership or approved as hereinbefore provided (not being such representative) may attend any meeting of the Association without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.

12. No person or corporation shall be admitted to Membership of the Association unless an application for membership shall have been signed by him or it or on his or its behalf setting out the particulars required by Article 6.

13. Subject and without prejudice to Article 6 the Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership of the Association.

14. Any Ordinary Member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription for the current year and also for each and any subsequent year which such Member shall have guaranteed to subscribe on election, and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, an Ordinary Member shall be liable to pay the subscription for the ensuing year and in cases where any undertaking or guarantee has been given for subscriptions or donations for any given number of years the Member shall continue to be liable thereunder.

15. Any Member other than an Ordinary Member may withdraw from the Association by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscriptions that may be due and also subscriptions for subsequent years and donations agreed upon or guaranteed by such Member on election (if any) and thereupon shall cease to be a Member.

16. Upon the retirement of any Member by notice as stated in Articles 14 and 15, the Member shall not be entitled under any conditions to any repayment of any subscription or any part thereof whether paid for the current year or for a year or years in advance.

17. Any Member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the Members present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid. Provided that in the case of a Member who has been appointed by the Department to be a Member of the Council, the Council shall not take action under this Article without previous consultation with the Department.

18. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscriptions to which the Member shall have undertaken to pay or (subject to Article 6D) prevent the Member from again becoming eligible for membership.

19. Any Member of the Association who shall consider that his or its personal interests may be prejudicially affected by any research proposed to be undertaken by the Association may appeal to the Department against the particular work objected to and shall set forth in the appeal the grounds of the objection and shall at the same time forward a copy of the appeal respectively to the Secretary of the Association and the Director of Research or other responsible technical officer of the Association. The Department shall determine all questions raised on such appeal and its decision shall be final. Provided always that the Department may at any time give special permission or directions to the Director of Research through the Council to proceed with the research notwithstanding any appeal either during the time the appeal is pending or subsequently.

person to act as its representative. If a person be entitled to do so) exercise all rights of membership and revoke the nomination of such person. Such nominations and revocations shall be made by a resolution of the Association passed by a majority of the Members present at a special meeting by a resolution of which notice shall be required.

er (not being its representative) nominated a representative who has (not being such representative) present at such meeting by a resolution of which notice shall be required.

Association unless an application is made setting out the particulars.

cases have absolute discretion to admit to membership of the Association.

giving notice in writing duly signed by the Member and also for each and every year, and on expiration of such financial year, and thereupon such Member shall be liable to pay the subscription for the year then being given for subscription to be liable thereunder.

the Association by giving any unpaid subscriptions due upon or guaranteed by the Member.

d 15, the Member shall pay part thereof whether

Council passed by a resolution of the Council, shall be sent to the Member and he shall be entitled to return the resolution to the Department to be at a previous consultation.

shall cease upon the death of the Member, or in the case of his ceasing to retain his office. Nothing herein shall prevent the

interests may be appealed to the Secretary of the Association. The appeal shall be final. The Secretary shall be final. The Secretary shall be final. The Secretary shall be final.

DUTIES OF MEMBERS.

20. Every Member of the Association shall be bound:

- (a) To pay to the Association such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Association in General Meeting. Provided always that subscribers shall as a condition attached to membership agree in writing to continue to pay the said subscriptions whether Members or not and in a manner to bind their estates and assets for a period of five years from the date of their election. Honorary and Delegate Members shall not be called upon to pay any subscriptions. All payments shall be made at the times, in the manner and subject to the conditions set out in the By-laws of the Association in force at the date of such payments.
- (b) To observe the provisions of these presents and of the Memorandum of Association and all the by-laws, rules and regulations of the Association for the time being in force.
- (c) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provisions of these presents or of the Memorandum of Association or of any by-law, rule or regulations of the Association.

COUNCIL OF THE ASSOCIATION

21. The business of the Association shall be managed by a Council.

22. The Council shall consist of not more than thirty and not less than fifteen Members, unless and until otherwise determined by the Association in General Meeting.

23. All Members of the Council shall save as herein otherwise provided be Ordinary Members or representatives of corporations which are Ordinary Members of the Association elected by the Association. The Council may co-opt not more than six Members of Council who need not be Members of the Association, and need not qualify for membership of the Council by subscription, donation or otherwise, but who must be British subjects resident in the United Kingdom. Provided always that the number of such co-opted Members shall never be more than one-quarter of the whole body of the Members of Council exclusive of those nominated and appointed by the Department.

24. The first Council shall consist of the following persons:—

- IAN MACDONALD BAILEY,
of Rockware Glass Ltd., Rockware Avenue, Greenford, Middlesex.
- EDWARD JAMES CHARLES BOWMAKER, M.B.E., B.Sc., A.R.C.S., F.R.I.C.,
of Davey & Moore Ltd., Lockfield Avenue, Brimsdown, Middlesex.
- JOHN DOUGLAS CAUWOOD, M.Sc.,
of Canning Town Glass Works Ltd., Stephenson Street, Canning Town, London, E.16.
- ALEC WILSON CLARK,
of Beatson, Clark & Co. Ltd., Glass Works, Rotherham.
- WILLIAM EDWARD COOK,
of Stuart & Sons Ltd., Red House Glass Works, Stourbridge.
- MICHAEL LEETHAM FORSTER, B.A.,
of Forster's Glass Co. Ltd., Atlas Glass Works, St. Helens, Lancs.
- ALEC GARSTANG, A.M.E.C.H.E., F.S.G.T.,
of King, Taudevin & Gregson Ltd., Grindlegate Works, Scotland Street, Sheffield 3.
- JOHN CLARKE GEORGE,
of Alloa Glass Work Co. Ltd., Alloa, Scotland.
- PERCY HALLER, M.Sc., F.S.G.T.,
of J. G. Stein & Co. Ltd., Bonnybridge, Scotland.
- WILFRED MARSH HAMPTON, O.B.E., B.Sc., Ph.D., F.R.I.C., F.INST.P., F.S.G.T.,
of Chance Brothers Ltd., Glass Works, Smethwick 40, near Birmingham.
- FREDERICK WILLIAM HODKIN, B.Sc., F.R.I.C., F.S.G.T.,
of Bagley & Co. Ltd., Glass Works, Knottingley.
- HENRY WALTER HOWES, M.Sc.(TECH.), M.I.M.E.C.H.E., F.S.G.T.,
of The United Glass Bottle Manufacturers Ltd., 8 Leicester Street, London, W.C.2.
- PETER JACKSON, B.Sc.(TECH.),
of Jackson Brothers Ltd., Knottingley, Yorks.
- EDWARD MEIGH, M.B.E., M.Sc., F.I.I.A., F.S.G.T.,
of City Glass Bottle Co. Ltd., The Eastern Industrial Estate, Edinburgh Way, Harlow, Essex.
- WILLIAM JOHN REGINALD MERREN, M.A., B.Sc.,
of Pilkington Brothers Ltd., St. Helens, Lancs.
- LAWRENCE HERBERT AUSTIN PILKINGTON, M.A.,
of Pilkington Brothers Ltd., St. Helens, Lancs.
- WILLIAM LESLIE PRATT,
of National Glass Works (York) Ltd., Fishergate, York.
- CYRIL EDWARD RAMSDEN,
of C. E. Ramsden & Co. Ltd., Fenton, Stoke-on-Trent.
- ALPHONSE HASLAM WOOD,
of Wood Bros. Glass Co. Ltd., Borough Flint Glass Works, Barnsley;

as shall either have subscribed the Memorandum of Association as agents for the Companies whose names are set opposite their respective names above, such persons being and being deemed to be the representatives of those Companies for all the purposes of these presents; or such of them as are or have become the representatives of Companies which shall have become ordinary members within twenty-one days after the incorporation of the Association.

The persons appointed Members of the Council by this Article and any person appointed under Article 31 to fill casual vacancies among them are for the purposes of these presents to be deemed to be elected Members of the Council.

25. The Association in General Meeting may appoint one President and such number of Vice-Presidents of the Association as they may deem advisable. Such President and Vice-Presidents shall be entitled to attend meetings of the Council and of the Association, but shall not be members thereof and shall have no right to vote as such at any such meetings. The President and Vice-Presidents for the time being shall retire at each Annual General Meeting of the Association but shall be eligible for re-election. It shall not be necessary for any President or Vice-President to have any special qualification for office, either by way of subscription, donation or otherwise.

26. Subject to Articles 23, 24, and 27, Members of the Council shall be elected by the Association in General Meeting and shall retire as provided by Article 29.

27. The Department may, on the invitation of the Council, and if the Association is in receipt of a grant from the Department shall have the right to, nominate and appoint not more than three persons (whether Members of the Association or not) as additional Members of the Council whatever the number of the Council may be, and may remove from time to time one or more of such additional Members and in that event or in the event of any casual vacancy among such additional members of the Council may appoint others in their place. Provided always that the Department shall not be bound to exercise the said right. All nominations, appointments and removals under this Article shall be made in writing addressed to the Secretary of the Association and (subject to the provisions of Article 28) every Member of the Council so nominated and appointed shall continue to act as a Member of the Council until removed by the Department.

28. Notwithstanding the provisions aforesaid a nominated Member shall cease to be a Member of the Council in any of the events mentioned in Articles 30 and 33.

29. At the Annual General Meeting in the year 1956 and at the Annual General Meeting in each subsequent year one-quarter of the elected Members of the Council shall retire or if their number is not a multiple of four then the number nearest to but less than one-quarter shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who become Members of Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Not more than one-half of the elected Members so retiring shall be eligible for immediate re-election and the remainder shall be eligible after the lapse of one year. As between the Members so retiring those who shall be ineligible for immediate re-election shall be decided by the Council by a ballot to be held in accordance with rules to be made in that behalf by the Council.

30. The office of a Member of the Council shall *ipso facto* be vacated:—

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If, being an Ordinary Member or a representative of a corporation which is an Ordinary Member elected by the Association, he ceases to be an Ordinary Member or such representative as the case may be or if the corporation of which he is the representative ceases to be an Ordinary Member.
- (e) If by virtue of Section 185 of the Act he ceases to be capable of being appointed a director of a Company.
- (f) If he becomes prohibited from being a member of the Council by reason of any order made under Section 188 of the Act.

31. Subject as aforesaid the Council shall be entitled to appoint a person as a Member of the Council to fill a casual vacancy, howsoever caused. The person so appointed shall hold office until the Annual General Meeting next after his appointment, but he shall then be eligible for re-election.

32. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fourteen the continuing Members may act for the purpose only of filling vacancies in the elected Members or summoning a General Meeting of the Association.

33. The Association may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any member of the Council from office pursuant to Section 184 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Association and such Member of the Council, and in the event of such resolution being passed such Member shall cease to be a Member of the Council accordingly.

POWERS OF THE COUNCIL OF THE ASSOCIATION

34. The Council shall have sole control in regard to all matters relating to the management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or

required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of these presents.

35. Without prejudice to the general powers conferred by Article 34 and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:—

- (a) To make and impose, vary and repeal by-laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents.
- (b) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association and the preparation, adoption and registration of the Association's Memorandum of Association and of these presents.
- (c) To pay all expenses incurred in carrying out the objects of the Association.
- (d) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price, and generally on such terms and conditions as they think fit.
- (e) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on all or any of the property of the Association, or in such manner as they may think fit.
- (f) To take offices or acquire premises for the use of the Association, and to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (g) To engage professional or other assistance in connection with the business of the Association and subject to the provisions of the Memorandum of Association to pay reasonable fees or remuneration for the same as they may think fit.
- (h) To appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of The Memorandum of Association) to provide for the remuneration of such trustee or trustees.
- (i) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (j) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (k) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (l) To affix the seal of the Association to all deeds and documents requiring the same.
- (m) To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (n) To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association.
- (o) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.
- (p) To delegate any of their powers (other than their powers under Article 17 hereof) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no vote of any meeting of any such Committee shall have any effect or validity unless a majority of the members present and entitled to vote are members of the Association.
- (q) To set up, constitute and organise local branches of the Association, consisting of Members of the Association in such places as they may think fit, and to appoint, or authorise the Members of such local branches to appoint persons as additional members of any local branch and Councils consisting of Members of the Association to control and manage such local branches and to define the powers and duties of such local branches and Councils, and to make and impose, repeal and vary by-laws, rules and regulations for the administration and government of such local branches and of such Councils and to delegate any of their powers to such local branches and to such Councils as they may deem fit.
- (r) To apply for, or oppose the application by others for patents, concessions, rights, charters and legislative acts and authorisations from any government or authority.
- (s) To appoint at any time and from time to time by power of attorney under the seal of the Association any persons to be the attorneys of the Association for such purposes, with such

powers, and for such period and subject to such conditions as the Council may from time to time think fit, but so that the Council shall not be at liberty to delegate to any such attorneys any of the discretions vested in the Council by these presents. Any such appointment may (if the Council think fit) be made in favour of the Members or any of the Members of any local branch established as aforesaid or in favour of any company or of the members, directors, nominees, or managers of any company or firm, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Council think fit, and may authorise any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, for the time being vested in them.

- (t) To exercise the powers conferred by Section 35 of the Act, and such powers shall accordingly be vested in the Council.
- (u) To make provisions for compliance with any regulations which may be attached by the Department to the payment of grant.

PROCEEDINGS OF THE COUNCIL

36. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum.

37. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if he should not be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman from those present for that meeting.

38. The Chairman or any three members of the Council may at any time, and the Secretary upon the request of the Chairman or any three members of the Council shall, convene a meeting of the Council. In the case of a meeting convened at the request of three Members the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members present at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.

39. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Association for the time being vested in or exercisable by the Council.

40. The meetings and proceedings of any Committee appointed by the Council under Article 35 (p) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under Article 35(p).

41. All acts done by any meeting of the Council or by a Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.

MINUTES

42. The Council shall cause minutes to be duly entered in books provided for the purpose:—
- (a) Of all appointments of officers;
 - (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
 - (c) Of all orders made by the Council and Committees of the Council;
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

43. Any such minutes of any meeting of the Council or of any Committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

RESEARCH

44. There shall be at all times a Director of Research or other responsible technical officer who shall be appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Association.

45. No Member of the Association shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.

46. Every Member of the Council, Director of Research, officer, or other responsible person employed in the business of the Association shall, before entering upon his duties, sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties or while occupying such office or in the course of such employment as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Association, to the extent to which, and as and when he shall be entitled so to do in common with other Members of the Association in strict accordance with the rules and regulations made by the Council as provided by these presents.

47. Nothing in Articles 45 and 46 shall prevent discussion, disclosure or publication as between Members of the Council and of the Association or its officers relating to researches undertaken or proposed to be undertaken by the Association subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Association or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Association.

48. Every employee of the Association engaged on research or other scientific work shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Association at the cost of the Association all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon such research or other scientific work.

49. The Director of Research shall not, where a Member of the Association has appealed to the Department under Article 19, proceed with the research referred to in the appeal until the special permission or directions of the Department provided for in Article 19 have been received.

SEAL

50. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

51. The first General Meeting of the Association shall be held at such time within not less than one month and not more than three months after the incorporation of the Association and at such place as the Council shall determine. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

52. All General Meetings other than Annual General Meetings and the said first General Meeting shall be called Extraordinary General Meetings.

53. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum any Member of the Council or any two Ordinary Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council.

54. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a Meeting of the Association other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of Special Business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Association.

Provided that a Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:—

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority, together representing not less than ninety five per cent of the total voting rights at that Meeting of all the Members.

55. The accidental omission to give notice of a Meeting to, or the non-receipt of a notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

56. The business of an Annual General Meeting shall be:—

- (a) To receive and consider the accounts, the balance sheet and the reports of the Council and the Auditors.
- (b) To elect Members of the Council and other officers in the place of those retiring.
- (c) To appoint an Auditor or Auditors and fix his or their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

57. Every meeting of the Association shall be presided over by the Chairman of the Council, and in his absence the meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Ordinary Members of the Association.

58. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Ordinary Members present in person shall be a quorum. For the purposes of these presents a Corporation Member present by its representative shall be deemed to be present in person.

59. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Ordinary Members who are present shall be a quorum and may transact the business for which the meeting was called.

60. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as an Ordinary Member. Subject to Article 61 every Ordinary Member shall have one vote and no more, and no other Member shall be entitled to vote.

61. No Ordinary Member shall be entitled to vote if his subscription is in arrear for the space of two months.

62. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

- (a) By the Chairman; or
- (b) By at least three Ordinary Members present in person or by proxy; or
- (c) By any Ordinary Member or Ordinary Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

63. Except as provided in Article 71, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

64. On a poll votes may be given either personally or by proxy.

65. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member of the Association.

66. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

67. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION.

I _____, of _____
in the County of _____ being a Member of the above
named Association, hereby appoint _____ of _____
or failing him _____ of _____
as my proxy to vote for me on my behalf at the [Annual or Extraordinary or adjourned as the case may be] General Meeting of the Association to be held on the _____ day of _____, 19____, and at any adjournment thereof.

Signed this _____ day of _____ 19____.

This form is to be used ^{*in favour of} against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

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

69. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

70. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

71. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

ACCOUNTS

72. The Council shall in accordance with the requirements of Section 147 of the Act cause proper books of account to be kept with respect to:—

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchases of goods by the Association;
- (c) All assets and liabilities of the Association.

73. The books of account shall be kept at the office or [subject to subsection (3) of Section 147 of the Act] at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.

74. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association or any of them shall be open to the inspection of the Members.

75. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

76. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member, and every holder of debentures, of the Association, and to the Department. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

77. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

78. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those Sections.

79. The balance sheet shall be signed on behalf of the Council by two Members of the Council of the Association, and the Auditor's report shall be attached to the balance sheet, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

NOTICES

80. A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) at the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of 24 hours after the letter is put into the post as a prepaid letter.

81. Each Member shall from time to time notify in writing to the Association an address in the United Kingdom which shall be deemed his registered place of address within the meaning of Article 80. If he shall not have named such an address he shall not be entitled to any notices.

82. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if advertised once in one London morning newspaper.

83. The signature to any notice to be given by the Association may be written or printed.

84. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members (if any) who are disentitled under these presents to receive notices of General Meetings from the Association.

85. Every notice or application to the Council or the Secretary or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgment by the Secretary of the receipt of such notice or application.

INDEMNITY

86. Every Member of the Council, Director of Research, Manager, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of funds of the Association to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

ARBITRATION

87. Subject to the provisions of Article 19, if and whenever any difference shall arise between the Association and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act, 1950.

WINDING UP

88. The provisions of Clause 9 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall have the same validity and effect as if they were repeated in these presents.

exed thereto)
the Auditor's
member, and
this Article
Association

Names, Addresses and Description of Subscribers—

J. D. Cauwood, Director.

JOHN DOUGLAS CAUWOOD of Canning
Town Glass Works Ltd, Stephenson
Street, Canning Town, London E. 16.

F. W. Hodkin, Director.

FREDERICK WILLIAM HODKIN of
Bagley & Co. Ltd., Glass Works,
Knottingley.

A. W. Clark, Managing Director.

ALEC WILSON CLARK of Beatson,
Clark & Co. Ltd., Glass Works,
Rotherham.

H. W. Howes, Director.

HENRY WALTER HOWES of The United
Glass Bottle Manufacturers Ltd,
8, Leicester Street, London W.C.2.

W. E. Cook, Director.

WILLIAM EDWARD COOK of Stuart
& Sons Ltd. Red House Glass Works,
Stourbridge.

P. Jackson, Director.

PETER JACKSON of Jackson Brothers
Ltd., Knottingley, Yorks.

M. Leetham Forster, Director.

MICHAEL LEETHAM FORSTER of
Forster's Glass Co. Ltd, Atlas
Glass Works, St Helens, Lancs.

E. Meigh, Director.

EDWARD MEIGH of City Glass Bottle
Co. Ltd., The Eastern Industrial
Estate, Edinburgh Way, Harlow,
Essex.

A. Garstang, Managing Director.

ALEC GARSTANG of King, Taudevin &
Gregson Ltd. Grindlegate Works,
Scotland Street, Sheffield. 3.

L. H. Pilkington, Director.

LAWRENCE HERBERT AUSTIN PILKINGTON
of Pilkington Brothers Ltd,
St Helens, Lancs.

~~JOHN CLARKE GEORGE of Alloa Glass
Works Co. Ltd. Alloa, Scotland.~~

WILLIAM LESLIE PRATT of National
Glass Works (York) Ltd.,
Fishergate, York.

Percy Haller, Technical Representative.

PERCY HALLER of J.G. Stein & Co.
Ltd., Bonnybridge, Scotland.

C. E. Ramsden, Chairman.

CYRIL EDWARD RAMSDEN of
C.E. Ramsden & Co. Ltd.
Fenton, Stoke-on-Trent.

W. M. Hampton, Director.

WILFRED MARSH HAMPTON of Chance
Brothers Ltd. Glass Works,
Smethwick 40, near Birmingham.

A. Haslam Wood, Chairman.

ALPHONSE HASLAM WOOD of Wood Bros.
Glass Co. Ltd., Borough Flint
Glass Works, Barnsley.

DATED the 20th day of September

1954

WITNESS to the above signatures—

Arthur Connel Solicitor Sheffield.

DUPLICATE FOR THE FILE

No. 539065



Certificate of Incorporation

I Hereby Certify, That

~~THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION~~
(The word "Limited" being omitted by Licence of the Board
of Trade)

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Ninth day of
October One Thousand Nine Hundred and Fifty four.

L. B. (and for)
Registrar of Companies

Certificate
received by }

Date 14/10/54

THE COMPANIES ACT, 1948
Company Limited by Guarantee and not having a Share Capital



advis

Special Resolution
of
THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

16
17

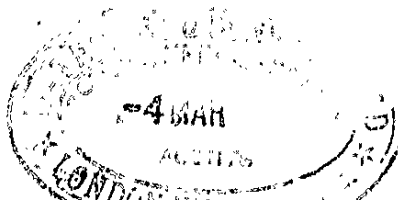
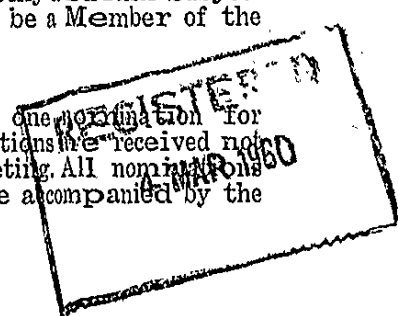
Passed 25th February, 1960.

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company duly convened and held at the Registered Office of the said Company on the 25th day of February, 1960, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the Articles of Association of the Company be altered

- (a) By deleting from Article 5 the last paragraph from and including the words "Subject always" down to the end of the said Article.
- (b) By deleting Article 6.
- (c) By deleting from Article 9 the word "nationality" in line 4.
- (d) By substituting in Article 12 for the words "the particulars required by Article 6" the words "such particulars as the Council shall require".
- (e) By deleting from Article 13 the words "Subject and without prejudice to Article 6".
- (f) By deleting from Article 18 the words "(subject to Article 6D)".
- (g) By adding to Article 23 as its first sentence, the words "Only a British Subject resident in the United Kingdom shall be qualified to be a Member of the Council".
- (h) By adding to Article 26 a new paragraph as follows:—
"Each Ordinary Member shall be entitled to make one nomination for membership of the Council provided that such nominations be received not less than 28 clear days before the Annual General Meeting. All nominations must be seconded by another Ordinary Member and be accompanied by the written consent of the nominee".
- (i) By making the following alterations to Article 30:
 - (i) By deleting therefrom the words "ipso facto".
 - (ii) By inserting after paragraph (c) the following two paragraphs:
 - "(d) If he cease to be a British Subject or cease to reside in the United Kingdom.
 - (e) If he be called upon in writing by at least three fourths of all the other Members of the Council for the time being to resign office."
 - (iii) By relettering all the paragraphs consecutively from (a) to (h).
- (j) By substituting in Article 58 for the word "three" the word "seven".
- (k) By renumbering all the Articles consecutively from 1 to 87 and by making all consequential alterations in cross references.



A. W. Clark

A. W. CLARK,

~~W. M. HAMPTON,~~

Chairman



THE COMPANIES ACT 1948
Company Limited by Guarantee and not having a Share Capital



Special Resolution
OF
**THE BRITISH GLASS INDUSTRY
RESEARCH ASSOCIATION**

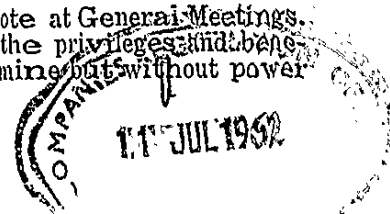
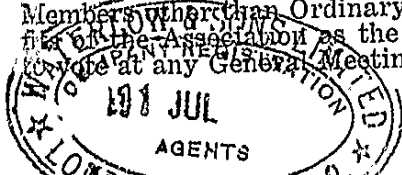
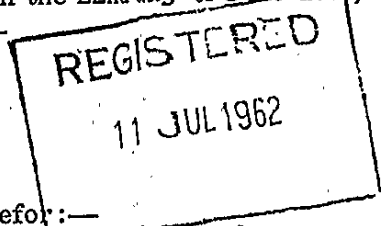
Passed 22nd June, 1962.

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company duly convened and held at the Registered Office of the said Company on the 22nd day of June 1962, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the Articles of Association of the Company be altered:

- (a) By deleting the last line of Article 1 and substituting therefor:—
"The Department" means the Council for Scientific and Industrial Research.
- (b) By substituting for Article 5 the following new Article namely:—
5. The membership of the Association shall consist of persons or corporations with the following status:—
(a) Ordinary Members who shall be the signatories of the Memorandum of Association and subject to the provisions of Article 6 those corporations or persons carrying on business in the production of or marketing of or in the production or marketing of machinery, appliances, accessories or materials to be employed in the production of glass and related materials and articles made wholly or partly therefrom who shall be admitted as members of the Association in manner hereinafter provided.
(b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Ordinary Membership, or shall be those corporations or persons who would be eligible for Ordinary Membership were it not for the provisions of Article 6.
(c) Honorary Members, being persons whether entitled or not to become members under the above provisions, nominated for membership by the Council for special services or for special cause, and elected at a General Meeting.
- (c) By inserting after Article 5 the following new Articles to be numbered 6 and 7:—
6. No corporation which is not incorporated in or under the laws of the United Kingdom, Isle of Man, the Channel Isles, Colonies or any of the countries mentioned under Sub-Section 3 of Section I of the British Nationality Act 1948 as from time to time amended or the Republic of Ireland nor any person who is neither a British subject within the meaning of the British Nationality Act 1948 nor a subject of the Republic of Ireland or whose principal place of business is not in one of the aforesaid countries shall, if the Association is in receipt of a grant from the Department, be admitted to Ordinary Membership.
7. No member other than an Ordinary Member shall be entitled to vote at General Meetings. Members other than Ordinary Members shall be entitled to such of the privileges and benefits of the Association as the Council may from time to time determine but without power to vote at any General Meeting.



(d) By substituting for the words "Article 17" in line nine of Article 8 the words "Article 16".

(e) By inserting at the end of Article 19 the following new paragraph, namely:—

(d) To treat all information communicated to them as strictly confidential unless the contrary is indicated and as not to be communicated either directly or indirectly to any person not a Member of the Association without the written consent of the Council. Any breach of this condition shall empower the Council by the procedure laid down in Article 16 to remove from the Association the Member concerned but removal in such circumstances shall, notwithstanding the provisions of Article 16, not release such Member from the liability to pay the full amount of the subscriptions which he shall have undertaken to pay.

(f) By deleting the words "(subject to the provisions of Article 27)" from Article 26.

(g) By deleting the words "and 32" from Article 27.

(h) By substituting for Article 28 the following new Article, namely:—

28. At the Annual General Meeting in the year 1962 and at the Annual General Meeting in each subsequent year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who become Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members so retiring shall be deemed to be eligible for re-election.

A Member of the Council co-opted under Article 22 shall retire from office at the first Annual General Meeting following his last term of appointment as a Member of the Council. A co-opted Member so retiring shall be eligible for re-appointment immediately.

(i) By making the following alterations to Article 34:—

(i) By substituting for paragraph (p) the following new paragraph namely:—

(p) To delegate any of their powers (other than their powers under Article 16 hereof) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless (a) a majority of the members present and entitled to vote are members of the Association, or (b) such a resolution is confirmed by the Council.

(ii) By substituting for paragraph (r) the following new paragraph namely:—

(r) To apply for, or oppose the application by others for concessions, rights, charters and legislative acts and authorisations from any government or authority, to apply for, oppose the application by others for, or seek the revocation of patents.

(iii) By inserting in line two of paragraph (s) the words "outside the United Kingdom" between the word "purposes" and the word "with".

(j) By adding at the end of Article 35 the following words namely:—

"Provided always that no resolution of any meeting of the Council shall have any effect or validity unless a majority of the Members present and entitled to vote are Members of the Association."

(k) By renumbering all the Articles consecutively from 1 to 89 and by making all consequential alterations in cross references.

W. M. Hampton

W. M. HAMPTON,

Chairman.

Certificate No. 539065

The Companies Act 1948

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

**SPECIAL RESOLUTIONS
OF**

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

Passed 13th October 1971

At an EXTRAORDINARY GENERAL MEETING of the members of the said Company duly convened and held at the Registered Office of the said Company on Wednesday, the 13th day of October, 1971, the following Resolutions were duly passed, each as a SPECIAL RESOLUTION:

1. That the Memorandum of Association be altered in manner following, that is to say:

1. As to Clause 3(a) by deleting all words after "industries" in line 7 and substituting therefor the words

"and for this purpose to raise money by subscriptions levied on the members of the Association".

2. As to Clause 3(e), (i) by deleting the words in brackets that is to say "(subject to clause 14 of the Companies Act 1948)"

and (ii) by deleting in line 5 the words "Committee of the Privy Council for Scientific and Industrial Research" and substituting therefor the words "Department of Trade and Industry".

3. By adding at the end of Clause 3(f) the words

"in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body".

4. By deleting Clause 3(i) and substituting therefor the following:

"To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Association or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Member or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient".

20

Northumberland Rd. Sheffield

with 21

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Association will be held at the Registered Office of the Company at Northumberland Road, Sheffield S10 2UA on Wednesday, 13th October, 1971, at 2.10 p.m. for the purpose of considering, and if thought fit, passing the following Resolutions each of which will be proposed as a Special Resolution.

1. That the Memorandum of Association be altered in manner following, that is to say:

1. As to Clause 3(a) by deleting all words after "industries" in line 7 and substituting therefor the words

"and for this purpose to raise money by subscriptions levied on the members of the Association".

2. As to Clause 3(e), (i) by deleting the words in brackets that is to say "(subject to clause 14 of the Companies Act 1948)" and (ii) by deleting in line 5 the words "Committee of the Privy Council for Scientific and Industrial Research" and substituting therefor the words "Department of Trade and Industry".

3. By adding at the end of Clause 3(f) the words

"in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body".

4. By deleting Clause 3(i) and substituting therefor the following:

"To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Association or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Member or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient".

5. As to Clause 3(1), (i) by deleting in line 2 the words "investment of trust funds monies" and by substituting therefor the words "investment of trust funds monies" and (ii) by deleting in line 3 the words "and in such manner as may from time to time be determined" and substituting therefor

"or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided".

6. As to Clause 3(m) by deleting the initial words "Subject to the provisions of Section 14 of the Companies Act 1948".

7. By substituting in the final Proviso at the end of Clause 3 for references to the "Minister of Education" references to the "Secretary of State for Education and Science".

8. As to the Proviso to Clause 4.

(a) by deleting in lines 5 and 6 the words "five per centum per annum" and substituting therefor the words "six per centum per annum";

and (b) by substituting for references to the "Committee of the Privy Council for Scientific and Industrial Research" references to the "Department of Trade and Industry".

9. By deleting Clause 5 and substituting therefor the following new Clause

"5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade and Industry".

10. By deleting Clause 6 and substituting therefor the following new Clause

"6. The fourth and fifth clauses of this Memorandum contain conditions to which a licence granted by the Secretary of State for Trade and Industry to the Association in pursuance of Section 19(1) of the Companies Act 1948, is subject."

11. As to Clause 9 by deleting all words following the words "Clause 4 hereof" in line 6 and substituting the words "or to the Department of Trade and Industry, such institution or institutions to be determined by the Members of the Association, subject to the approval of the Department of Trade and Industry, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object".

12. By deleting Clause 10.

2. That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman hereby be approved and adopted as the Articles of Association of the Association in substitution for and to the exclusion of all the existing articles thereof.

B. J. LIVINGSTON,
Chairman.

5. As to Clause 3(1), (i) by deleting in line 2 the words "investment of trust monies" and by substituting therefor the words "investment of trust funds monies"
and (ii) by deleting in line 3 the words "and in such manner as may from time to time be determined" and substituting therefor
"or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided".

6. As to Clause 3(m) by deleting the initial words "Subject to the provisions of Section 14 of the Companies Act 1948".

7. By substituting in the final Proviso at the end of Clause 3 for references to the "Minister of Education" references to the "Secretary of State for Education and Science".

8. As to the Proviso to Clause 4

(a) by deleting in lines 5 and 6 the words "five per centum per annum" and substituting therefor the words "six per centum per annum"

and (b) by substituting for references to the "Committee of the Privy Council for Scientific and Industrial Research" references to the "Department of Trade and Industry".

9. By deleting Clause 5 and substituting therefor the following new Clause

"5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade and Industry".

10. By deleting Clause 6 and substituting therefor the following new Clause

"6. The fourth and fifth clauses of this Memorandum contain conditions to which a licence granted by the Secretary of State for Trade and Industry to the Association in pursuance of Section 19(1) of the Companies Act 1948, is subject."

11. As to Clause 9 by deleting all words following the words "Clause 4 hereof" in line 6 and substituting the words "or to the Department of Trade and Industry, such institution or institutions to be determined by the Members of the Association, subject to the approval of the Department of Trade and Industry, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object".

12. By deleting Clause 10.

2. That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman hereof be approved and adopted as the Articles of Association of the Association in substitution for and to the exclusion of all the existing articles thereof.

By Order of the Council,
R. W. CHILTON,
Secretary.

Northumberland Road,
Sheffield S10 2UA.
16th September, 1971

Note: A Member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf. A proxy must be a Member of the Association (vide Articles 65-70).

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

PROPOSED ARTICLES OF ASSOCIATION

of

THE BRITISH GLASS INDUSTRY

RESEARCH ASSOCIATION

DEFINITIONS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

'The Act' means the Companies Act, 1948, and 'the 1967 Act' means the Companies Act, 1967.

'Month' means calendar month.

'The Association' means the British Glass Industry Research Association.

'The Office' means the registered office of the Association.

'The Council' means the Council of the Association as a body or a quorum of the members thereof at a Council meeting.

'Secretary' includes any person appointed to perform the duties of the secretary of the Association whether temporarily or otherwise.

'In Writing' and 'Written' include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.

Words which have a special meaning assigned to them in the Acts have the same meaning in these presents.

Words importing the singular number include the plural, and the converse applies.

Words importing males include females.

Words importing persons include corporations.

'Notice' includes all written communications to members.

'These presents' means the Articles of Association for the time being of the Association.

'The Department' means the Department of Trade and Industry.

MEMBERS

2. For the purpose of registration the number of Members of the Association is declared to be 150, but the Council may register an increase in the number of Members whenever and as often as they think fit.

3. The Association is established for the purposes expressed in the Memorandum of Association.

4. Subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.

5. The Membership of the Association shall consist of the Members at the date of adoption of these articles and corporations or persons with the following status:

(a) Ordinary Members who shall be the subscribers to the Memorandum of Association and subject to the provisions of Article 6 those corporations or persons carrying on business in the production or marketing of or in the production or marketing of machinery, appliances, accessories or materials to be employed in the production of glass and related materials and articles made wholly or partly therefrom who shall be admitted as Members of the Association in manner hereinafter provided.

(b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Ordinary Membership or shall be those corporations or persons who would be eligible for Ordinary Membership were it not for the provisions of Article 6 who shall be admitted as Members of the Association in manner hereinafter provided.

(c) Honorary Members, being persons whether entitled or not to become Members under the above provisions, nominated for membership by the Council for special services or for special cause, and elected at a General Meeting. Provided that Honorary Members shall not as such be Members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 of the Act which will ensure that Honorary Members will not be liable to the undertaking in Clause 8 of the Memorandum.

6. No corporation which is not incorporated in and under the laws of the United Kingdom, Isle of Man, the Channel Islands, Colonies or any of the countries mentioned under Sub-Section 3 of Section 1 of the British Nationality Act 1948 as from time to time amended or the Republic of Ireland nor any person whose principal place of business or address is not in one of the aforesaid countries, shall be admitted to Ordinary Membership.

7. No Member other than an Ordinary Member shall be entitled to vote at General Meetings. Members other than Ordinary Members shall be entitled to such of the privileges and benefits of the Association as the Council may from time to time determine but without power to vote at any General Meeting.

8. No firm or other unincorporated association may as such become a member of the Association, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of membership on its behalf. Every

person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 9. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for Membership and shall give all information that may be reasonably required by the Council regarding such applicant.

9. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Association, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to be a Member of the Association or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a Member of the Association and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

10. All nominations and revocations mentioned in Articles 8 and 9 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf, and in the case of any other unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 18) to give notice in writing to the Member representing such firm or association to terminate his Membership and to withdraw from the Association, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

11. (a) A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend Meetings of the Association and if so qualified vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.

(b) If and so long as the nominated representative of a corporation is a Member of the Council the provisions of Clause 4 of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.

12. Any director or secretary of a corporation which is a Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to Membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Association without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.

13. No person or corporation shall be admitted to Membership of the Association unless an application for Membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.

14. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership other than Honorary Membership of the Association.

15. Any Ordinary Member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, an Ordinary Member shall be liable to pay the subscription for the ensuing year (as well as for the current year) and any contribution which such Member shall have guaranteed to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay.

16. Any Member other than an Ordinary Member may withdraw from the Association by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year.

17. Upon the retirement of any Member by notice as stated in Articles 15 and 16, the Member shall not be entitled under any conditions to any repayment of any subscription or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.

18. Any Member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the Members of Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall except in the circumstances of Article 20(d) return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid. Provided that in the case of a Member who has been appointed by the Department to be a Member of the Council, the Council shall not take action under this Article without previous consultation with the Department.

19. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

DUTIES OF MEMBERS

20. Every Member of the Association shall be bound:

(a) To pay to the Association such entrance fee (if any) and such annual subscription as shall from time to time be recommended by the Council and approved by the Association in General Meeting. Provided always that applicants for Membership shall as a condition attached to Membership agree in writing to continue to pay the said subscriptions whether Members or not and in a manner to bind their estates and assets for a period of five years from the date of their admission. Honorary Members shall not be called upon to pay any subscriptions. All entrance fees and subscriptions shall be paid at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Association in force at the date of such payments.

(b) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Association for the time being in force.

(c) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Association.

(d) To treat and to require his employees to treat all information obtained by virtue of Membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Association without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 18 to remove from the Association the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 18, not release such Member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of Membership a Member or person claiming under a Member shall have no right or claim against the Association or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Association.

COUNCIL OF THE ASSOCIATION

21. The business of the Association shall be managed by a Council.

22. The Council shall consist of not more than Thirty and not less than Fifteen persons, unless and until otherwise determined by the Association in General Meeting.

23. Only a British subject resident in the United Kingdom shall be qualified to be a Member of the Council.

24. Unless and until otherwise determined by the Association in General Meeting, all Members of the Council shall, save as otherwise provided in Articles 25, 27 and 33, be elected by the Association in General Meeting and shall save as otherwise provided in Articles 25 and 27 be Qualified Persons (as hereinafter defined) duly elected. For the purposes of this Article and Articles 32 and 33 hereof a Qualified Person shall mean a person who is either

- (i) an Ordinary Member of the Association
- or (ii) a Director of a corporation which is an Ordinary Member of the Association and who is that Corporation's representative nominated under Article 11 hereof
- or (iii) a Director (not being the Corporation's representative) or an employee of a Corporation which is an Ordinary Member provided that such Director or employee has by resolution of the Council been expressly approved as being eligible for membership of the Council which approval the Council shall be entitled to grant or withhold at its absolute discretion.

25. The Council may co-opt not more than six persons to be Members of the Council who need not be Members of the Association, and need not qualify for membership of the Council by subscription, donation or otherwise, but who must be British subjects resident in the United Kingdom. Provided always that the number of such co-opted Members of Council shall never be more than one quarter of the whole body of the Members of Council exclusive of those nominated and appointed by the

Department under Article 27. Co-opted Members of Council shall be entitled to attend and speak at Meetings of the Association but shall have no right to vote at such Meetings.

26. The Association in General Meeting may appoint one President and such number of Vice-Presidents of the Association as they may deem advisable. Such President and Vice-Presidents shall be entitled to attend and speak at meetings of the Council and of the Association, but shall not be Members thereof and shall have no right to vote as such at any such meetings. The President and Vice-Presidents for the time being shall retire at each Annual General Meeting of the Association but shall be eligible for re-election. It shall not be necessary for any President or Vice-President to have any special qualification for office, either by way of subscription, donation or otherwise.

27. The Department shall have the right to nominate and appoint not more than three persons (whether Members of the Association or not) being British subjects resident in the United Kingdom as additional Members of the Council whatever the number of the Council may be, and may remove from time to time one or more of such additional Members of Council and in that event or in the event of any casual vacancy among such additional Members of the Council may appoint others in their place. Provided always that the Department shall not be bound to exercise the said right. All nominations, appointments and revocations under this Article shall be made in writing addressed to the Secretary of the Association and every Member of the Council so nominated and appointed shall continue to act as a Member of the Council until withdrawn by the Department.

28. Notwithstanding the provisions aforesaid a Member of Council nominated under Article 27 shall cease to be a Member of the Council in any of the events mentioned in Article 32, other than those mentioned in Article 32 (c) (e) (i) and (j).

29. No person other than a Member of the Council retiring at an Annual General Meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date fixed for the Meeting there shall have been left at the registered office of the Association a Notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such Notice is given of his intention to propose such person for election and also Notice in writing signed by that person of his willingness to be elected.

30. At the Annual General Meeting in each year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members of Council so retiring shall be deemed to be eligible for re-election.

31. A Member of Council co-opted under Article 25 shall retire from office at the close of the first Annual General Meeting after his last co-option as a Member of Council. A co-opted Member of Council so retiring shall be eligible for re-co-option immediately.

32. The office of a Member of the Council shall be vacated:

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he ceases to be a British Subject or ceases to reside in the United Kingdom.
- (e) If he be called upon in writing by a least three-fourths of all the other Members of the Council for the time being to resign office.
- (f) If being an elected Member of Council or a Member of Council appointed under Article 33 he ceases to be a Qualified Person.
- (g) If by virtue of Section 185 of the Act he ceases to be capable of being appointed a director of a company.
- (h) If he becomes prohibited from being a Member of the Council by reason of any order made under Section 188 of the Act.
- (i) If he be absent from the meetings of the Council for more than six consecutive meetings without the consent of the Council.

33. Subject as aforesaid the Council shall be entitled to appoint a Qualified Person as a Member of the Council to fill a casual vacancy, howsoever caused, amongst the elected Members of Council. The person so appointed shall (subject to Article 32) hold office until the Annual General Meeting next after his appointment, and shall then be eligible for election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.

34. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fifteen the continuing Members of the Council may act for the purposes only of filling vacancies in the elected Members of the Council or summoning a General Meeting of the Association.

35. The Association may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any Member of the Council from office pursuant to Section 184 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Association and such Member of the Council.

POWERS OF THE COUNCIL

36. The Council shall have sole control in regard to all matters relating to the Management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of these presents.

37. Without prejudice to the general powers conferred by Article 36 and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:

- (a) To make and impose, vary and repeal bye-laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents.
- (b) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association and the preparation, adoption and registration of the Association's Memorandum of Association and of these presents.
- (c) To pay all expenses incurred in carrying out the objects of the Association.
- (d) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price, and generally on such terms and conditions as they think fit.
- (e) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on all or any of the property of the Association, or in such manner as they may think fit.
- (f) To take offices or acquire premises for the use of the Association, and to appoint and at their discretion remove or suspend such managers, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (g) To engage professional or other assistance in connection with the business of the Association and subject to the provisions of the Memorandum of Association to pay reasonable fees or remuneration for the same as they may think fit.
- (h) To appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of the Memorandum of Association) to provide for the remuneration of such trustee or trustees.
- (i) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (j) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.

- (k) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (l) To borrow or raise any money that may be required by the Association upon such terms as they may think fit but subject nevertheless to the provisions contained in the Memorandum of Association, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- (m) To affix the seal of the Association to all deeds and documents requiring the same.
- (n) To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (o) To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds or to place on deposit at interest and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association.
- (p) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.
- (q) To delegate any of their powers (other than their powers under Article 18) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless (a) a majority of the Members present and entitled to vote are elected Members of the Council, or (b) such a resolution is confirmed by the Council.
- (r) To set up, constitute and organise local branches of the Association in the United Kingdom or overseas, consisting of Members of the Association in such places as they may think fit, and to appoint, or authorise the Members of such local branches to appoint persons as additional Members of any local branch and to define the powers and duties of such local branches, and to make and impose bye-laws, rules and regulations for the administration and government of such local branches and to delegate any of their powers to such local branches as they may deem fit.
- (s) To apply for, or oppose the application by others for concessions, rights, charters and legislative acts and authorisations from any government or authority, and to apply for, or oppose the application by others for, or seek the revocation of patents.
- (t) To appoint at any time and from time to time by power of attorney under the seal of the Association any persons to be the

attorneys of the Association for such purposes outside the United Kingdom, with such powers, and for such period and subject to such conditions as the Council may from time to time think fit, but so that the Council shall not be at liberty to delegate to any such attorneys any of the discretions vested in the Council by these presents. Any such appointment may (if the Council think fit) be made in favour of the Members or any of the Members of any local branch established as aforesaid or in favour of any company or of the members, directors, nominees, or managers of any company or firm, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Council think fit, and may authorise any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers for the time being vested in them.

- (ii) To exercise the powers conferred by Section 35 of the Act, and such powers shall accordingly be vested in the Council.
- (iv) To make provisions for compliance with any regulations which may be attached by the Department to the payment of grant.

PROCEEDINGS OF THE COUNCIL

38. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum. Provided always that no resolution of any meeting of the Council shall have any effect or validity unless a majority of the Members present and entitled to vote are elected Members of the Council.

39. The Council shall elect a Chairman of their meetings and determine the period for which he is to hold office. If the elected Chairman should not be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman for that meeting from those present.

40. The Chairman or any three Members of the Council may at any time, and the Secretary upon the request of the Chairman or any three Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three Members of the Council the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members of the Council present at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.

41. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers

and discretions by or under the Articles of Association for the time being vested in or exercisable by the Council.

42. The meetings and proceedings of any Committee appointed by the Council under Article 37(q) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under Article 37(q).

43. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.

44. A resolution in writing, other than that for the removal of a Member from the Association, signed by all the members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

MINUTES

45. The Council shall cause minutes to be duly entered in books provided for the purpose:

- (a) Of all appointments of officers;
- (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
- (c) Of all orders made by the Council and Committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

46. Any such minutes of any meeting of the Council or of any Committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

RESEARCH

47. There shall be at all times a Director of Research or other responsible technical officer appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Association and who shall be responsible to the Council for all matters, technical and administrative, concerning the Association.

48. No Member of the Association shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.

49. Every Member of the Council, and of its Committees, shall sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge while occupying such office as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Association, to the extent to which, and as and when he shall be entitled so to do in common with other Members of the Association in strict accordance with the rules and regulations made by the Council as provided by these presents.

50. Nothing in Articles 49 and 50 shall prevent discussion, disclosure or publication as between Members of the Council or any Committee of the Council and of the Association or its officers relating to researches undertaken or proposed to be undertaken by the Association subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Association or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Association.

51. Every responsible employee of the Association shall sign an undertaking to observe strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid and shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Association at the cost of the Association all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon research or other scientific or technological work.

SECRETARY

52. There shall at all times be a Secretary appointed by the Council for such term, at such a remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

SEAL

53. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

54. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year,

and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

55. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

56. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Ordinary Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.

57. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Association other than an Annual General or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Association.

Provided that a General Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the Members.

58. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

59. The business of an Annual General Meeting shall be:

- (a) To receive and consider the income and expenditure accounts, the balance sheets, group accounts (if any) and the reports of the Council and the Auditors.

- (b) To elect Members of the Council and other officers in the place of those retiring.
- (c) To appoint Auditors and fix their remuneration.
- (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

60. Every General Meeting of the Association shall be presided over by the Chairman of the Council, and in his absence the Meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Ordinary Members of the Association.

61. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven Ordinary Members present in person shall be a quorum. For the purposes of these presents an Ordinary Member being a corporation present by its representative shall be deemed to be present in person.

62. If a quorum is not present within half an hour from the time appointed for a General Meeting, then if convened upon such requisition as aforesaid, the Meeting shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Ordinary Members who are present shall be a quorum and may transact the business for which the Meeting was called.

63. The Chairman may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

64. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) By the Chairman; or
- (b) By at least three Ordinary Members present in person or by proxy; or
- (c) By any Ordinary Member or Ordinary Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

65. Except as provided in Article 67, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

66. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as an Ordinary Member.

67. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

68. Subject to Article 69 every Ordinary Member shall be entitled to one vote and no more and no other Member shall be entitled to vote.

69. No Ordinary Member shall be entitled to vote if payment of his subscription is in arrear for a period of three months from its due date.

70. On a poll votes may be given either personally or by proxy.

71. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be an Ordinary Member of the Association.

72. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

73. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

THE RESEARCH ASSOCIATION
I..... of
in the County of..... being an Ordinary Member
of the above named Association hereby appoint.....
of..... or failing him.....
..... of
as my proxy to vote for me on my behalf at the [Annual or Extraordinary
or adjourned as the case may be] General Meeting of the Association to
be held on the..... day of..... 19.....
and at any adjournment thereof.

Signed this..... day of..... 19.....
This form is to be used *in favour of the resolution.
against
Unless otherwise instructed the proxy will vote as he thinks fit.
* Strike out whichever is not desired.

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

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ACCOUNTS

76. The Council shall in accordance with the requirements of Section 147 of the Act cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchases of goods by the Association;
- (c) All assets and liabilities of the Association.

77. The books of account shall be kept at the office or subject to subsection (3) of Section 147 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.

78. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association or any of them shall be open to the inspection of the Members.

79. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act as amended by the 1967 Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

80. A copy of every account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the Meeting be sent to every Member, and every holder of debentures, of the Association. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

81. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.

82. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act, and Section 14 of the 1967 Act.

83. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

NOTICES

84. A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of 48 hours after the letter is put into the post as a pre-paid letter.

85. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if advertised once in one London morning newspaper.

86. The signature to any notice to be given by the Association may be written or printed.

87. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Association.

88. Every notice or communication to the Council or the Secretary or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed

to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

89. Every Member of the Council, Director of Research, Manager, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of funds of the Association to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

ARBITRATION

90. If and whenever any difference shall arise between the Association and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act, 1950.

WINDING UP

91. The provisions of Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have the same validity and effect as if they were repeated in these Articles.

Richard Livingstone

539065/70.

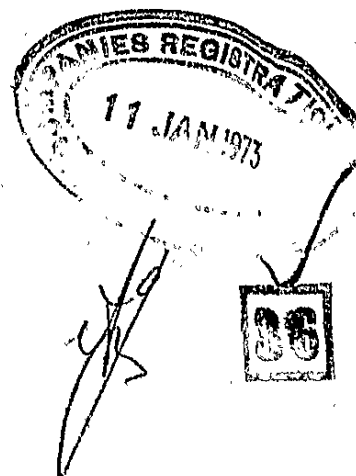
MEMORANDUM and ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 13th October, 1971)

OF THE

BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

No. 539065



No. 539065.

No. C.173.

Certificate of Incorporation

I hereby Certify that THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION (The word "Limited" being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this ninth day of October One thousand nine hundred and fifty-four.

W. B. LANGFORD,
Registrar of Companies.

Licence by the Board of Trade

pursuant to Section 19(1) of the Companies Act, 1948.

Whereas it has been proved to the satisfaction of the Board of Trade that THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for the purpose of promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

Now, therefore, the Board of Trade in pursuance of the powers in them vested, and in consideration of the provisions and conditions contained in the Memorandum of Association of the said Association as subscribed by fifteen members thereof on the twentieth day of September 1954 do by this their licence direct THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

Signed by Order of the Board of Trade this twenty-fourth day of September 1954.

J. COWEN,
An Assistant Secretary of the Board of Trade.

CD/43

The Companies Acts, 1948, and 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

Memorandum of Association
of
THE BRITISH GLASS INDUSTRY RESEARCH
ASSOCIATION

Same
Public (Guar).

1. The name of the Company (hereinafter called 'the Association') is 'The British Glass Industry Research Association'.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
 - (a) To promote research and other scientific work in connection with the Glass trade or industry and other trades and industries allied therewith or accessory thereto, and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries and for this purpose to raise money by subscriptions levied on the members of the Association.
 - (b) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.
 - (c) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Association, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support

of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Association or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.

- (d) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Association for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Association and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (e) To apply to the Government departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance for promoting the objects of the Association, and to discuss and negotiate with them and with the Department of Trade and Industry schemes of research and other work and matters within the objects of the Association and to conform to any proper conditions upon which such grants and other payments may be made.
- (f) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body.
- (g) To establish, maintain, control and manage branches of the Association in the United Kingdom or elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- (h) To undertake and execute any trusts which may help to attain any of the objects of the Association.
- (i) To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Association or others and, in the case of work not affecting

the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Member or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.

- (j) To borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- (k) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (l) To invest the moneys of the Association not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust funds moneys or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Association, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Association, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association.
- (n) To pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- (o) To use the funds of the Association in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Association for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of glass and related materials.
- (p) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the glass industry or the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Association.

(q) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Association or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.

(r) To procure the Association to be registered or recognised in any part of the Commonwealth or in any foreign country or place.

(s) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that nothing herein contained shall empower the Association to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance to which the Assurance Companies Act, 1909, or any Act extending, amending or re-enacting the same applies or to re-insure any risks comprised in any such business as aforesaid.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Association, would make it a trade union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, or any authority exercising corresponding jurisdiction outside England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education and Science or any such other authority as aforesaid over such Council of Management or Governing Body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Association, but so that no Member of the Council or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Association or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Department of Trade and Industry, provided that nothing hereinafore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Department of Trade and Industry, and Members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any Member of the Association, whether a Member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Association.

5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade and Industry.

6. The fourth and fifth clauses of this Memorandum contain conditions to which a licence granted by the Secretary of State for Trade and Industry to the Association in pursuance of Section 19(1) of the Companies Act 1948, is subject.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and

property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, or to the Department of Trade and Industry, such institution or institutions to be determined by the Members of the Association, subject to the approval of the Department of Trade and Industry, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Certified a true copy

R. W. Chilton

Company Secretary

The Companies Acts, 1948, and 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH GLASS INDUSTRY

RESEARCH ASSOCIATION

(Adopted by Special Resolution passed on 13th October, 1971)

DEFINITIONS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

'The Act' means the Companies Act, 1948, and 'the 1967 Act' means the Companies Act, 1967.

'Month' means calendar month.

'The Association' means the British Glass Industry Research Association.

'The Office' means the registered office of the Association.

'The Council' means the Council of the Association as a body or a quorum of the members thereof at a Council meeting.

'Secretary' includes any person appointed to perform the duties of the secretary of the Association whether temporarily or otherwise.

'In Writing' and 'Written' include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.

Words which have a special meaning assigned to them in the Acts have the same meaning in these presents.

Words importing the singular number include the plural, and the converse applies.

Words importing males include females.

Words importing persons include corporations.

'Notice' includes all written communications to members.

'These presents' means the Articles of Association for the time being of the Association.

'The Department' means the Department of Trade and Industry.

MEMBERS

2. For the purpose of registration the number of Members of the Association is declared to be 150, but the Council may register an increase in the number of Members whenever and as often as they think fit.

3. The Association is established for the purposes expressed in the Memorandum of Association.
4. Subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.
5. The Membership of the Association shall consist of the Members at the date of adoption of these articles and corporations or persons with the following status:

- (a) Ordinary Members who shall be the subscribers to the Memorandum of Association and subject to the provisions of Article 6 those corporations or persons carrying on business in the production or marketing of or in the production or marketing of machinery, appliances, accessories or materials to be employed in the production of glass and related materials and articles made wholly or partly therefrom who shall be admitted as Members of the Association in manner hereinafter provided.
- (b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Ordinary Membership or shall be those corporations or persons who would be eligible for Ordinary Membership were it not for the provisions of Article 6 who shall be admitted as Members of the Association in manner hereinafter provided.
- (c) Honorary Members, being persons whether entitled or not to become Members under the above provisions, nominated for membership by the Council for special services or for special cause, and elected at a General Meeting. Provided that Honorary Members shall not as such be Members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept pursuant to Section 110 of the Act which will ensure that Honorary Members will not be liable to the undertaking in Clause 8 of the Memorandum.

6. No corporation which is not incorporated in and under the laws of the United Kingdom, Isle of Man, the Channel Islands, Colonies or any of the countries mentioned under Sub-Section 3 of Section 1 of the British Nationality Act 1948 as from time to time amended or the Republic of Ireland nor any person whose principal place of business or address is not in one of the aforesaid countries, shall be admitted to Ordinary Membership.

7. No Member other than an Ordinary Member shall be entitled to vote at General Meetings. Members other than Ordinary Members shall be entitled to such of the privileges and benefits of the Association as the Council may from time to time determine but without power to vote at any General Meeting.

8. No firm or other unincorporated association may as such become a Member of the Association, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of membership on its behalf. Every

person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 9. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for Membership and shall give all information that may be reasonably required by the Council regarding such applicant

9. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Association, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall *ipso facto* cease to be a Member of the Association or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a Member of the Association and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

10. All nominations and revocations mentioned in Articles 8 and 9 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf, and in the case of any other unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 18) to give notice in writing to the Member representing such firm or association to terminate his Membership and to withdraw from the Association, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

11. (a) A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend Meetings of the Association and if so qualified vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.

(b) If and so long as the nominated representative of a corporation is a Member of the Council the provisions of Clause 4 of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.

12. Any director or secretary of a corporation which is a Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to Membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Association without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.

13. No person or corporation shall be admitted to Membership of the Association unless an application for Membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.

14. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership other than Honorary Membership of the Association.

15. Any Ordinary Member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least six months before the expiration of any financial year, and on paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, an Ordinary Member shall be liable to pay the subscription for the ensuing year (as well as for the current year) and any contribution which such Member shall have guaranteed to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay.

16. Any Member other than an Ordinary Member may withdraw from the Association by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year.

17. Upon the retirement of any Member by notice as stated in Articles 15 and 16, the Member shall not be entitled under any conditions to any repayment of any subscription or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.

18. Any Member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the Members of Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall except in the circumstances of Article 20(d) return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid. Provided that in the case of a Member who has been appointed by the Department to be a Member of the Council, the Council shall not take action under this Article without previous consultation with the Department.

19. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

DUTIES OF MEMBERS

20. Every Member of the Association shall be bound:

(a) To pay to the Association such entrance fee (if any) and such annual subscription as shall from time to time be recommended by the Council and approved by the Association in General Meeting. Provided always that applicants for Membership shall as a condition attached to Membership agree in writing to continue to pay the said subscriptions whether Members or not and in a manner to bind their estates and assets for a period of five years from the date of their admission. Honorary Members shall not be called upon to pay any subscriptions. All entrance fees and subscriptions shall be paid at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Association in force at the date of such payments.

(b) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Association for the time being in force.

(c) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Association.

- (d) To treat and to require his employees to treat all information obtained by virtue of Membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Association without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 18 to remove from the Association the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 18, not release such Member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of Membership a Member or person claiming under a Member shall have no right or claim against the Association or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Association.

COUNCIL OF THE ASSOCIATION

21. The business of the Association shall be managed by a Council.
22. The Council shall consist of not more than Thirty and not less than Fifteen persons, unless and until otherwise determined by the Association in General Meeting.
23. Only a British subject resident in the United Kingdom shall be qualified to be a Member of the Council.
24. Unless and until otherwise determined by the Association in General Meeting, all Members of the Council shall, save as otherwise provided in Articles 25, 27 and 33, be elected by the Association in General Meeting and shall save as otherwise provided in Articles 25 and 27 be Qualified Persons (as hereinafter defined) duly elected. For the purposes of this Article and Articles 32 and 33 hereof a Qualified Person shall mean a person who is either

- (i) an Ordinary Member of the Association
- or (ii) a Director of a corporation which is an Ordinary Member of the Association and who is that Corporation's representative nominated under Article 11 hereof
- or (iii) a Director (not being the Corporation's representative) or an employee of a Corporation which is an Ordinary Member provided that such Director or employee has by resolution of the Council been expressly approved as being eligible for membership of the Council which approval the Council shall be entitled to grant or withhold at its absolute discretion.

25. The Council may co-opt not more than six persons to be Members of the Council who need not be Members of the Association, and need not qualify for membership of the Council by subscription, donation or otherwise, but who must be British subjects resident in the United Kingdom. Provided always that the number of such co-opted Members of Council shall never be more than one quarter of the whole body of the Members of Council exclusive of those nominated and appointed by the

Department under Article 27. Co-opted Members of Council shall be entitled to attend and speak at Meetings of the Association but shall have no right to vote at such Meetings.

26. The Association in General Meeting may appoint one President and such number of Vice-Presidents of the Association as they may deem advisable. Such President and Vice-Presidents shall be entitled to attend and speak at meetings of the Council and of the Association, but shall not be Members thereof and shall have no right to vote as such at any such meetings. The President and Vice-Presidents for the time being shall retire at each Annual General Meeting of the Association but shall be eligible for re-election. It shall not be necessary for any President or Vice-President to have any special qualification for office, either by way of subscription, donation or otherwise.

27. The Department shall have the right to nominate and appoint not more than three persons (whether Members of the Association or not) being British subjects resident in the United Kingdom as additional Members of the Council whatever the number of the Council may be, and may remove from time to time one or more of such additional Members of Council and in that event or in the event of any casual vacancy among such additional Members of the Council may appoint others in their place. Provided always that the Department shall not be bound to exercise the said right. All nominations, appointments and revocations under this Article shall be made in writing addressed to the Secretary of the Association and every Member of the Council so nominated and appointed shall continue to act as a Member of the Council until withdrawn by the Department.

28. Notwithstanding the provisions aforesaid a Member of Council nominated under Article 27 shall cease to be a Member of the Council in any of the events mentioned in Article 32, other than those mentioned in Article 32 (c) (e) (f) and (i).

29. No person other than a Member of the Council retiring at an Annual General Meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date fixed for the Meeting there shall have been left at the registered office of the Association a Notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such Notice is given of his intention to propose such person for election and also Notice in writing signed by that person of his willingness to be elected.

30. At the Annual General Meeting in each year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members of Council so retiring shall be deemed to be eligible for re-election.

31. A Member of Council co-opted under Article 25 shall retire from office at the close of the first Annual General Meeting after his last co-option as a Member of Council. A co-opted Member of Council so retiring shall be eligible for re-co-option immediately.

32. The office of a Member of the Council shall be vacated:

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (b) If he is found lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Council he resigns his office.
- (d) If he ceases to be a British Subject or ceases to reside in the United Kingdom.
- (e) If he be called upon in writing by a least three-fourths of all the other Members of the Council for the time being to resign office.
- (f) If being an elected Member of Council or a Member of Council appointed under Article 33 he ceases to be a Qualified Person.
- (g) If by virtue of Section 185 of the Act he ceases to be capable of being appointed a director of a company.
- (h) If he becomes prohibited from being a Member of the Council by reason of any order made under Section 188 of the Act.
- (i) If he be absent from the meetings of the Council for more than six consecutive meetings without the consent of the Council.

33. Subject as aforesaid the Council shall be entitled to appoint a Qualified Person as a Member of the Council to fill a casual vacancy, howsoever caused, amongst the elected Members of Council. The person so appointed shall (subject to Article 32) hold office until the Annual General Meeting next after his appointment, and shall then be eligible for election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.

34. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fifteen the continuing Members of the Council may act for the purposes only of filling vacancies in the elected Members of the Council or summoning a General Meeting of the Association.

35. The Association may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any Member of the Council from office pursuant to Section 184 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Association and such Member of the Council.

POWERS OF THE COUNCIL

36. The Council shall have sole control in regard to all matters relating to the Management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of these presents.

37. Without prejudice to the general powers conferred by Article 36 and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:

- (a) To make and impose, vary and repeal bye-laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents.
- (b) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association and the preparation, adoption and registration of the Association's Memorandum of Association and of these presents.
- (c) To pay all expenses incurred in carrying out the objects of the Association.
- (d) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price, and generally on such terms and conditions as they think fit.
- (e) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on all or any of the property of the Association, or in such manner as they may think fit.
- (f) To take offices or acquire premises for the use of the Association, and to appoint and at their discretion remove or suspend such managers, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (g) To engage professional or other assistance in connection with the business of the Association and subject to the provisions of the Memorandum of Association to pay reasonable fees or remuneration for the same as they may think fit.
- (h) To appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of the Memorandum of Association) to provide for the remuneration of such trustee or trustees.
- (i) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (j) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.

(k) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.

(l) To borrow or raise any money that may be required by the Association upon such terms as they may think fit but subject nevertheless to the provisions contained in the Memorandum of Association, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.

(m) To affix the seal of the Association to all deeds and documents requiring the same.

(n) To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.

(o) To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds or to place or deposit at interest and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association.

(p) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.

(q) To delegate any of their powers (other than their powers under Article 18) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless (a) a majority of the Members present and entitled to vote are elected Members of the Council, or (b) such a resolution is confirmed by the Council.

(r) To set up, constitute and organise local branches of the Association in the United Kingdom or overseas, consisting of Members of the Association in such places as they may think fit, and to appoint, or authorise the Members of such local branches to appoint persons as additional Members of any local branch and to define the powers and duties of such local branches, and to make and impose bye-laws, rules and regulations for the administration and government of such local branches and to delegate any of their powers to such local branches as they may deem fit.

(s) To apply for, or oppose the application by others for concessions, rights, charters and legislative acts and authorisations from any government or authority, and to apply for, oppose the application by others for, or seek the revocation of patents.

(t) To appoint at any time and from time to time by power of attorney under the seal of the Association any persons to be the

attorneys of the Association for such purposes outside the United Kingdom, with such powers, and for such period and subject to such conditions as the Council may from time to time think fit, but so that the Council shall not be at liberty to delegate to any such attorneys any of the discretions vested in the Council by these presents. Any such appointment may (if the Council think fit) be made in favour of the Members or any of the Members of any local branch established as aforesaid or in favour of any company or of the members, directors, nominees, or managers of any company or firm, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Council think fit, and may authorise any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers for the time being vested in them.

(u) To exercise the powers conferred by Section 35 of the Act, and such powers shall accordingly be vested in the Council.

(v) To make provisions for compliance with any regulations which may be attached by the Department to the payment of grant.

PROCEEDINGS OF THE COUNCIL

38. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum. Provided always that no resolution of any meeting of the Council shall have any effect or validity unless a majority of the Members present and entitled to vote are elected Members of the Council.

39. The Council shall elect a Chairman of their meetings and determine the period for which he is to hold office. If the elected Chairman should not be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman for that meeting from those present.

40. The Chairman or any three Members of the Council may at any time, and the Secretary upon the request of the Chairman or any three Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three Members of the Council the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members of the Council present at such meeting. In the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.

41. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers

and discretions by or under the Articles of Association for the time being vested in or exercisable by the Council.

42. The meetings and proceedings of any Committee appointed by the Council under Article 37(q) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under Article 37(q).

43. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.

44. A resolution in writings, other than that for the removal of a Member from the Association, signed by all the members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

MINUTES

45. The Council shall cause minutes to be duly entered in books provided for the purpose:

- (a) Of all appointments of officers;
- (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
- (c) Of all orders made by the Council and Committees of the Council;
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

46. Any such minutes of any meeting of the Council or of any Committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

RESEARCH

47. There shall be at all times a Director of Research or other responsible technical officer appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Association and who shall be responsible to the Council for all matters, technical and administrative, concerning the Association.

48. No Member of the Association shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.

49. Every Member of the Council, and of its Committees, shall sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge while occupying such office as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Association, to the extent to which, and as and when he shall be entitled so to do in common with other Members of the Association in strict accordance with the rules and regulations made by the Council as provided by these presents.

50. Nothing in Articles 49 and 50 shall prevent discussion, disclosure or publication as between Members of the Council or any Committee of the Council and of the Association or its officers relating to researches undertaken or proposed to be undertaken by the Association subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Association or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Association.

51. Every responsible employee of the Association shall sign an undertaking to observe strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid and shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Association at the cost of the Association all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon research or other scientific or technological work.

SECRETARY

52. There shall at all times be a Secretary appointed by the Council for such term, at such a remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

SEAL

53. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

54. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year,

and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

55. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

56. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Ordinary Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.

57. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Association other than an Annual General or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Association.

Provided that a General Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the Members.

58. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

59. The business of an Annual General Meeting shall be:

- (a) To receive and consider the income and expenditure accounts, the balance sheets, group accounts (if any) and the reports of the Council and the Auditors.

(b) To elect Members of the Council and other officers in the place of those retiring.

(c) To appoint Auditors and fix their remuneration.

(d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

60. Every General Meeting of the Association shall be presided over by the Chairman of the Council, and in his absence the Meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Ordinary Members of the Association.

61. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven Ordinary Members present in person shall be a quorum. For the purposes of these presents an Ordinary Member being a corporation present by its representative shall be deemed to be present in person.

62. If a quorum is not present within half an hour from the time appointed for a General Meeting, then if convened upon such requisition as aforesaid, the Meeting shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Ordinary Members who are present shall be a quorum and may transact the business for which the Meeting was called.

63. The Chairman may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

64. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) By the Chairman; or

(b) By at least three Ordinary Members present in person or by proxy; or

(c) By any Ordinary Member or Ordinary Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

THE RESEARCH ASSOCIATION
I.....of.....
in the County of.....being an Ordinary Member
of the above named Association hereby appoint.....
of.....or failing him.....
.....of.....
as my proxy to vote for me on my behalf at the [Annual or Extraordinary
or adjourned as the case may be] General Meeting of the Association to
be held on the.....day of.....19.....
and at any adjournment thereof.

Signed this.....day of.....19.....

This form is to be used in favour of the resolution.
against

Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

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

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ACCOUNTS

76. The Council shall in accordance with the requirements of Section 147 of the Act cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchases of goods by the Association;
- (c) All assets and liabilities of the Association.

77. The books of account shall be kept at the office or subject to subsection (3) of Section 147 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.

78. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association or any of them shall be open to the inspection of the Members.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

65. Except as provided in Article 67, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

66. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as an Ordinary Member.

67. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

68. Subject to Article 69 every Ordinary Member shall be entitled to one vote and no more and no other Member shall be entitled to vote.

69. No Ordinary Member shall be entitled to vote if payment of his subscription is in arrear for a period of three months from its due date.

70. On a poll votes may be given either personally or by proxy.

71. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be an Ordinary Member of the Association.

72. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

73. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

89. Every Member of the Council, Director of Research, Manager, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of funds of the Association to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

ARBITRATION

90. If and whenever any difference shall arise between the Association and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Act, 1950.

WINDING UP

91. The provisions of Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have the same validity and effect as if they were repeated in these Articles.

Certified a true copy.

R. W. Dillston.

Company Secretary

79. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act as amended by the 1967 Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

80. A copy of every account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the Meeting be sent to every Member, and every holder of debentures, of the Association. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

81. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.

82. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act, and Section 14 of the 1967 Act.

83. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Association, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

NOTICES

84. A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of 48 hours after the letter is put into the post as a pre-paid letter.

85. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if advertised once in one London morning newspaper.

86. The signature to any notice to be given by the Association may be written or printed.

87. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Association.

88. Every notice or application to the Council or the Secretary of the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed

85
THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

At an EXTRAORDINARY GENERAL MEETING of the Association duly convened and held at the Registered Office of the Company at Northumberland Road Sheffield S10 2UA on Friday 6th October 1978 the following Resolutions were duly passed as SPECIAL RESOLUTIONS

(1) That the Memorandum of Association be altered in manner following, that is to say:-

1. As to Clause 3(e) by deleting the words "and with the Department of Trade and Industry" in line 6
2. As to the third proviso to Clause 3 by deleting the words "of Management" wherever they appear following the word "Council"
3. As to Clause 4 by deleting the words "and Industry" wherever they appear following the words "Department of Trade"
4. As to Clause 5 by deleting the words "and Industry" in line 4
5. As to Clause 6 by deleting the words "and Industry" in line 2
6. As to Clause 9 by deleting the words "Department of Trade and Industry" in line 9 and the words "and Industry" in line 11

(2) That the Articles of Association be altered in manner following, that is to say:-

1. As to Article 1
by deleting the definitions of "the Act" and "the 1967 Act" and substituting the following:-
""the Act" means the Companies Act 1948, "the 1967 Act" means the Companies Act 1967 and "the 1976 Act" means the Companies Act 1976"
by deleting the definition of "the Department"
2. As to Article 5 by deleting the words "Subject to the provisions of Article 6" in sub-paragraph (a) and the words "or shall be those corporations or persons who would be eligible for Ordinary

30 OCT 1978

Membership were it not for the provisions of Article 6" in
sub-paragraph (b)

3. By deleting Article 6
4. As to Article 18 by deleting the proviso at the end of the
Article
5. As to Article 20 by deleting the proviso in sub-paragraph (a)
6. By deleting Article 23
7. As to Article 24 by deleting all references to Article 27
8. As to Article 25 by deleting the words (a) "but who must be
British Subjects resident in the United Kingdom" and (b)
"Exclusive of those nominated and appointed by the Department
under Article 27"
9. By deleting Articles 27 and 28
10. As to Article 32, by deleting sub-paragraph (d)
11. As to Article 37 by deleting sub-paragraph (v)
12. As to Article 76 by deleting the words "Section 147 of the
Act" and substituting the words "Section 12 of the 1976 Act"
13. As to Article 77 by deleting the words "sub-section (3) of
Section 147 of the Act and substituting the words "sub-sections
(6) and (7) of Section 12 of the 1976 Act"
14. As to Article 79 by deleting the words "Sections 148, 150 and
157 of the Act as amended by the 1967 Act" and substituting
the words "Section 1 of the 1976 Act and Sections 150 and 157
of the Act as amended by the 1967 Act and the 1976 Act"
15. As to Article 82 by deleting the whole of line 2 and substituting
therefore the words "with the Act, the 1967 Act and the 1976
Act"
16. By renumbering all the Articles consecutively from 1 to 87 by
relettering sub-paragraphs in additional Articles consecutively

when necessary and by making all consequential alterations in
cross references

Arthur J. Jenkins

Chairman.

6th October 1978.

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

To the Registrar of Companies

For official use

Company number

539065

Name of company

* ~~The British Glass Industry Research Association~~

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	0	0	6
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	0	0	6	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

R. W. Chikha

Designation†

Company Secretary Date *14/3/88*

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presenter's name, address and reference (if any):

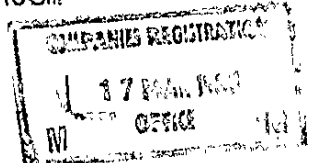
Over Services

Company Division

70/74 City Road, London EC1Y 2DQ

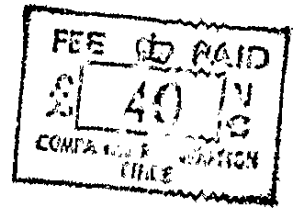
For official use
General Section

Post room



No: 539065

The Companies Act - 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION
OF
THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION
 PASSED THE 23 DAY OF JUNE 1988



At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at The British Glass Industry Research Building, Northumberland Road, Sheffield, S10 2UA on the 23 day of June 1988, the following SPECIAL RESOLUTIONS were duly passed:-

Resolution 1

That the name of the Association be changed to:-
 "The British Glass Manufacturers Confederation"

Resolution 2

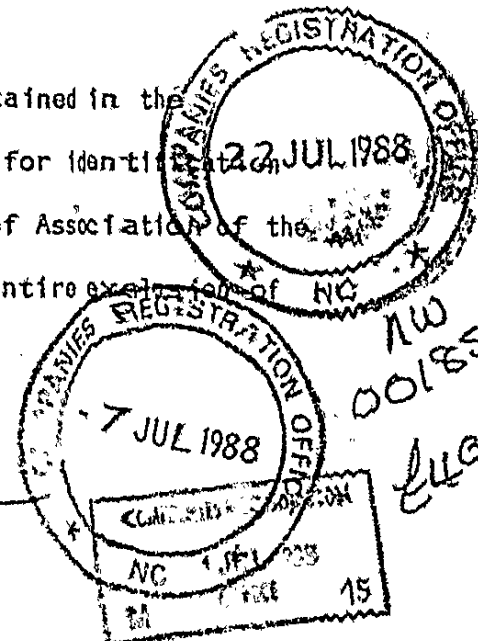
That the Memorandum of Association contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the Memorandum of Association of the Association for and to the entire exclusion of the existing Memorandum of Association.

Resolution 3

That the regulations of the Association contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Association in substitution for and to the entire exclusion of the existing Articles of Association.

.....
 Chairman

Chairman



001000 9 -

The Companies Act, 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH GLASS MANUFACTURERS CONFEDERATION *

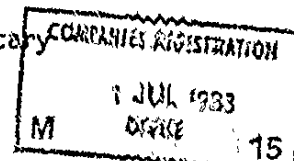
(Adopted by Special Resolution
passed on 23 JUNE 1988)

DEFINITIONS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.
- | | |
|---------------------|---|
| "the Act" | means the Companies Act, 1985 |
| "the Articles" | mean the Articles of Association for the time being of the Confederation |
| "Month" | means calendar month |
| "clear days" | in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| "the Confederation" | means The British Glass Manufacturers Confederation |
| "executed" | includes any mode of execution |
| "the Office" | means the registered office of the Confederation |
| "the Seal" | means the Common Seal of the Company |
| "the Council" | means the Council of the Confederation as a body or a quorum of the members thereof at a Council meeting. |
| "Secretary" | includes any person appointed to perform the duties of the Secretary of the Confederation whether |

1.

* By a Special Resolution of the Company dated 1988
the name of the Company was changed from The British Glass Industry
Research Association to The British Glass Manufacturers Confederation



temporarily or otherwise

"the United Kingdom"

means Great Britain and Northern Ireland

"in Writing" and "Written"

include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.

"Notice"

includes all written communications to members

Reference in these Articles to any Statutory provision shall be deemed to include a reference to all and every statutory amendment modification re-enactment and extension hereof for the time being in force

Words importing the singular number include the plural, and the converse applies

Words importing males includes females

Words importing persons include corporations

MEMBERS

2. For the purpose of registration the number of Members of the Confederation is declared to be 150, but the Council may register an increase in the number of Members whenever and as often as they think fit.
3. The Confederation is established for the purposes expressed in the Memorandum of Association.
4. Subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.
5. The Membership of the Confederation shall consist of the corporations or persons with the following status:
 - (a) Full Members who shall be corporations or persons carrying on business in the United Kingdom as manufacturers, manipulators or processors of glass who shall be admitted as Members of the Confederation herein provided.
 - (b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Full Membership who shall be admitted as Members of the Confederation in the manner herein provided.
6. No Member other than a Full Member shall be entitled to vote at General Meetings or be elected as Members of the Council. Members

other than Full Members shall be entitled to such of the privileges and benefits of the Confederation as the Council may from time to time determine but without power to vote at any General Meeting,

7. No firm or other unincorporated association may as such become a Member of the Confederation, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for Membership and shall give all information that may be reasonably required by the Council regarding such applicant.
8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Confederation, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall ipso facto cease to be a Member of the Confederation or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a Member of the Confederation and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf, and in the case of any other unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 17) to give notice in writing to the Member representing such firm or association to terminate his Membership and to withdraw from the Confederation, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

- 10.(a) A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend Meetings of the Confederation and if so qualified vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.
- (b) If and so long as the nominated representative of a corporation is a Member of the Council the provisions of Clause 4 of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.
11. Any director or secretary of a corporation which is a Full Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to Membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Confederation without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.
12. No person or corporation shall be admitted to Membership of the Confederation unless an application for Membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.
13. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership
14. Any Full Member may withdraw from the Confederation by giving notice in writing to the Secretary to expire at least 6 months prior to the financial year end in which the notice is given and provided that the Member has paid all arrears of subscription, levy or contribution ("the arrears") or pays the same before the expiration of such notice then that Member shall cease to be a Member from the financial year end. In default of such notice being given and the arrears, if any, being paid a Full Member shall be liable to pay the subscription and/or levy for the ensuing year (as well as for the current year) and any contribution which such Member shall have guaranteed to make and also the subscription and/or levy for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay.
15. An Associate Member may withdraw from the Confederation by giving

notice in writing to the Secretary at any time and paying with such notice any unpaid subscription and/or levy due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year.

16. Upon the withdrawal of any Member by notice as stated in Articles 14 and 15. the Member shall not be entitled under any conditions to any repayment of any subscription or levy or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.
17. Any Member may be removed from the Confederation by a resolution of the Council passed by a majority of at least three-fourths of the Members of Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall except in the circumstances of Article 19(d) return the due proportion of such Member's current subscription having regard to the unexpired portion for which it is paid.
18. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Confederation to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

DUTIES OF MEMBERS

19. Every Member of the Confederation shall be bound:
 - (a) To pay to the Confederation such entrance fee (if any) and such annual subscription and/or levy as shall from time to time be set by the Council in accordance with Article 30(3). All entrance fees and subscriptions shall be paid at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Confederation in force at the date of such payments.
 - (b) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Confederation for the time being in force.

- (c) To pay and make good to the Confederation any loss or damage which the Confederation may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Confederation.
- (d) To treat and to require his employees to treat all information obtained by virtue of Membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Confederation without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 17 to remove from the Confederation the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 17, not release such Member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of Membership a Member or person claiming under a Member shall have no right or claim against the Confederation or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Confederation.

COUNCIL OF THE CONFEDERATION

- 20. The business of the Confederation shall be managed by a Council.
- 21. Unless and until otherwise determined by the Confederation in General Meeting, the Council shall consist of not less than 15 persons and shall include:
 - (a) the following Officers, ex-officio
 - (i) The President
 - (ii) The Deputy President
 - (iii) up to a maximum of five Vice-Presidents
 - (b) up to 21 other persons, each of whom shall be proposed by one of the Interest Groups approved by the Council under sub-Article 30(6), provided that no Interest Group may propose for election more persons than the maximum number agreed by the Council, and
 - (c) up to three other persons
- 22. Unless and until otherwise determined by the Confederation in General Meeting all Officers and Members of the Council shall, save as otherwise provided in the Articles be elected by the

Confederation in General Meeting and shall be Qualified Persons (as hereinafter defined) duly elected. For the purposes of this Article and Articles 26 27 and 30 hereof a Qualified Person shall mean a person who is either

- (i) a Full Member of the Confederation; or
 - (ii) a Director of a corporation which is a Full Member of the Confederation and who is that Corporation's representative nominated under Article 10 hereof; or
 - (iii) a Director (not being the Corporation's representative) or an employee of a Corporation which is a Full Member provided that such Director or employee has by resolution of the Council been expressly approved as being eligible for membership of the Council which approval the Council shall be entitled to grant or withhold at its absolute discretion.
23. The Confederation in General Meeting may appoint one President, one Deputy President and up to five Vice-Presidents. The President and Deputy President shall serve a term of one year. The Vice-Presidents for the time being shall retire at each Annual General Meeting of the Confederation but shall be eligible for re-election.
24. No person other than a Member of the Council retiring at an Annual General Meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date fixed for the meeting there shall have been left at the registered office of the Confederation a Notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also Notice in writing signed by that person of his willingness to be elected.
25. At the Annual General Meeting in each year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members of Council so retiring shall be deemed to be eligible for re-election.
26. The office of a Member of the Council shall be vacated:
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (b) If he is found lunatic or becomes of unsound mind.
 - (c) If by notice in writing to the Council he resigns his office.
 - (d) If he be called upon in writing by at least three-fourths of

all the other Members of the Council for the time being to resign office.

- (e) If being an elected Member of Council of a Member of Council appointed under Article 27 he ceases to be a Qualified Person.
 - (f) If by virtue of Section 243 of the Act he ceases to be capable of being appointed a director of a company.
 - (g) If he becomes prohibited from being a Member of the Council by reason of any order made under the Insolvency Act 1986.
 - (h) If he be absent from the meetings of the council for more than six consecutive meetings without the consent of the council.
27. Subject as aforesaid the council shall be entitled to appoint a Qualified Person as a Member of the Council to fill a casual vacancy, howsoever caused, amongst the elected members of Council. The person so appointed shall (subject to Article 26) hold office until the Annual General Meeting next after his appointment), and shall then be eligible for election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.
28. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fifteen the continuing Members of the Council may act for the purposes only of filling vacancies in the elected Members of the Council or summoning a General Meeting of the Confederation.
29. The Confederation may by ordinary resolution of which special notice has been given in accordance with Section 349 of the Act, remove any Member of the Council from office pursuant to section 303 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Confederation and such Member of the Council.

POWERS OF THE COUNCIL

30 (1) General Powers

The Council shall have sole control in regard to all matters relating to the Management and organisation of the Confederation. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Confederation and are not hereby or by statute expressly directed or required to be exercised or done by the Confederation in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of the Articles.

30 (2) Delegated Powers

Without prejudice to the general powers conferred by Sub-Article 30(1) and the other powers conferred by these Articles, it is expressly declared that the Council shall have the power to delegate any of their powers (other than their powers under Article 17) to Committees, and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless (a) a majority of the Members present and entitled to vote are elected Members of the Council, or (b) such a resolution is confirmed by the Council.

30 (3) Subscriptions

The Council shall have the power to set subscriptions, levies or other contributions to the expenses of the Confederation in accordance with such regulations governing the manner of calculation as shall be agreed by the Members in General Meeting.

30 (4) Finance and General Purposes Committee

The Council shall set up a Finance and General Purposes Committee with responsibilities which shall include the review of annual budgets and plans, the control of expenditure and matters concerning the appointment of senior staff of the Confederation. The Chairman of the Finance and General Purposes Committee shall be a member of the Council and every Member shall be a Qualified Person. The Chairman of the Research Steering Committee shall be entitled ex-officio to be a Member of the Finance and General Purposes Committee

30 (5) Research Steering Committee

The Council shall set up a Research Steering Committee with responsibilities which shall include the supervision of the Confederation's scientific research, research policy and objectives; recommendations on the appointment of senior research staff shall be made by the Research Steering Committee to the Finance and General Purposes Committee. The Chairman of the Research Steering Committee shall be a Member of the Council. The Chairman of the Finance and General Purposes Committee shall be entitled ex-officio to be a Member of the Research Steering Committee.

30 (6) Interest Groups

The Council may approve the formation or dissolution of one or more Interest Groups consisting of Members of the Confederation, (each Interest Group having a common interest whether in the nature of the product manufactured or conduct of research or otherwise) and the Council may determine the qualification necessary for, and the rights and obligations resulting from membership of each Interest Group.

PROCEEDINGS OF THE COUNCIL

31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum.
32. The President shall be Chairman of meetings of the Council, or, in his absence, the Deputy President. If neither the President nor the Deputy President be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman for that meeting from those present.
33. The President or any three Members of the Council may at any time, and the Secretary upon the request of the President or any three Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three Members of the Council the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members of the Council present at such meeting. In the event of the votes being equally divided the President shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.
34. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Confederation for the time being vested in or exercisable by the Council.
35. The meetings and proceedings of any Committee appointed by the Council shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superceded by any regulations made by the Council.
36. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as foresaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.
37. A resolution in writing, other than that for the removal of a Member from the Confederation, signed by all the Members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of

such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

MINUTES

38. The Council shall cause minutes to be duly entered in books provided for the purpose:-
- (a) Of all appointments of officers;
 - (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
 - (c) Of all orders made by the Council and Committees of the Council;
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.
39. Any such minutes of any meeting of the Council or of any Committee, or of the Confederation, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

DIRECTOR GENERAL and RESEARCH DIRECTOR

40. There shall be at all times a Director-General who shall be appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Confederation.
41. There shall be at all times a Research Director or other responsible technical officer who shall be appointed by the Council and shall be responsible to the Director-General for the direction and supervision of all research and other scientific and technological work carried out by the Confederation and of all staff directly involved in such work.

RESEARCH

42. No Member of the Confederation shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.
43. Every Member of the Council, and of its Committees, shall sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge while occupying such office as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Confederation, to the extent to which, and as and when he shall be entitled so to do in common with other members of the Confederation in strict accordance with the rules

and regulations made by the Council as provided by these presents.

44. Nothing in articles 42 and 43 shall prevent discussion, disclosure or publication as between Members of the Council or any Committee of the Council and of the Confederation or its officers relating to researches undertaken or proposed to be undertaken by the Confederation subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Confederation or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Confederation.
45. Every responsible employee of the Confederation shall sign an undertaking to observe strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid and shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Confederation at the cost of the Confederation all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon research or other scientific or technological work.

SECRETARY

46. There shall at all times be a Secretary appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed.

SEAL

47. The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

48. The Confederation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Confederation and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
49. All General Meetings other than Annual General Meetings shall be

called Extraordinary General Meetings.

50. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Full Members of the Confederation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.
51. An annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Confederation other than an annual General or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Confederation in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Confederation.

Provided that a General Meeting of the Confederation shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the members.
52. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

53. The business of an Annual General Meeting shall be:-
- (a) To receive and consider the income and expenditure accounts, the balance sheets, group accounts (if any) and the reports of the Council and the Auditors.

- (b) To elect Members of the Council and other officers in the place of those retiring.
- (c) To appoint Auditors and fix their remuneration.
- (d) To transact any other business which under those presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

- 54. Every General Meeting of the Confederation shall be presided over by the President, or in his absence the Deputy President, and in the absence of both the Meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Full Members of the Confederation.
- 55. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven Full Members present in person shall be a quorum. For the purposes of these presents a Full Member being a corporation present by its representative shall be deemed to be present in person.
- 56. If a quorum is not present within half an hour from the time appointed for a General Meeting, then if convened upon such requisition as aforesaid, the Meeting shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Full Members who are present shall be a quorum and may transact business for which the Meeting was called.
- 57. The Chairman may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 58. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) By the Chairman; or
 - (b) By at least three Full Members present in person or by proxy; or
 - (c) By any Full Member or Full Members present in person or by proxy and representing not less than one-tenth of the total

voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Confederation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in Article 61, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
60. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Full Member.
61. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
62. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
63. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

64. Subject to Article 65 on a show of hands any Full Member present in person shall have one vote and no more and on a poll every Full Member present in person or by proxy shall have one vote for each £100 or part of £100 in excess of £100 paid by them by way of annual subscription, excluding any levy or other contribution which may be payable, in the preceding financial year or, in the case of new Full Members, the current financial year of the Confederation.
65. No Full Member shall be entitled to vote if payment of his subscription is in arrear for a period of three months from its due date.

authority to demand or join in demanding a poll.

71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Confederation at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

ACCOUNTS

72. The Council shall in accordance with the requirements of the Act cause proper books of account to be kept with respect to:
 - (a) All sums of money received and expended by the Confederation and the matters in respect of which the receipts and expenditure take place;
 - (b) All sales and purchases of goods by the Confederation.
 - (c) All assets and liabilities of the Confederation.
73. The books of account shall be kept at the office or subject to Section 222 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.
74. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Confederation or any of them shall be open to the inspection of the Member.
75. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Confederation in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and report as are referred to in those Sections.
76. A copy of every account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Confederation in General Meeting together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the Meeting be sent to every Member, and every holder of debentures, of the Confederation. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Confederation is not aware or to more than one of the joint holders of any debentures.

AUDIT

77. Once at least in every year the accounts of the Confederation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.

78. Auditors shall be appointed and their duties regulated in accordance with the Act.
79. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Confederation, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Confederation in General Meeting, and shall be open to inspection by any Member.

NOTICES

80. A notice may be given by the Confederation to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Confederation for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of 48 hours after the letter is put into the post as a pre-paid letter.
81. The signature to any notice to be given by the Confederation may be written or printed.
82. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Confederation.
83. Every notice or application to the Council or the Secretary or the Confederation, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day excepting Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

84. Every Member of the Council, Director General, Research Director, Manager, Secretary and other officer or servant of the Confederation shall be indemnified by the Confederation against, and it shall be the duty of the Council out of funds of the Confederation to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ARBITRATION

85. If and whenever any difference shall arise between the Confederation and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or admitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall be forthwith referred to two Arbitrators - one to be appointed by each party in difference - or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Acts 1950, 1979 and 1985.

WINDING UP

86. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Confederation shall have the same validity and effect as if they were repeated in these Articles.

MEMORANDUM OF ASSOCIATION

of

THE BRITISH GLASS MANUFACTURERS CONFEDERATION *
(Amended pursuant to a Special Resolution
(passed on 22 JUNE 1988)

1. The name of the Company (hereinafter called "the Confederation") is "The British Glass Manufacturers Confederation".
2. The registered office of the Confederation will be situate in England.
3. The objects for which the Confederation is established are:
 - (a) To promote co-operation between bodies corporate and unincorporated carrying on business as manufacturers, manipulators and/or processors of glass in the United Kingdom and other industries allied with and accessory thereto (the glass manufacturing industry) and to provide for the glass manufacturing industry the means for formulating, making known, influencing and carrying out policy in regard to industrial, economic, fiscal, commercial, legal and technical matters, and to act as a national point of reference for the glass manufacturing industry
 - (b) To promote research and other scientific work in connection with the Glass trade or industry and other trades and industries allied therewith or accessory thereto, and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries and for this purpose to raise money by subscriptions levied on the members of the Confederation.
 - (c) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any literature, statistics and information, and to

1 JUL 1988
M OFFICE

* By a Special Resolution of the Company dated 1988
the name of the Company was changed from The British Glass Industry
Research Association to The British Glass Manufacturers Confederation

objects to the Confederation.

- (i) To establish, maintain, control and manage branches of the Confederation in the United Kingdom or elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- (j) To undertake and execute any trusts which may help to attain any of the objects of the Confederation.
- (k) To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Confederation or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Members or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.
- (l) To borrow or raise any money that may be required by the Confederation upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Confederation, or by mortgage or charge of all or any part of the property of the Confederation.
- (m) To draw, make, accept indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (n) To invest the moneys of the Confederation not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust funds moneys or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Confederation, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Confederation, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion

disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

- (d) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Confederation, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Confederation or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.
- (e) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Confederation for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Confederation and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (f) To apply to the Government departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance for promoting the objects of the Confederation, and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Confederation and to conform to any proper conditions upon which such grants and other payments may be made.
- (g) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body.
- (h) To receive and carry on the whole or any part of the assets, undertakings, activities of a company limited by guarantee known as Glass Manufacturers Federation and to undertake its liabilities and any other Company or Association having similar

of the objects of the Confederation.

- (p) To pay all expenses, preliminary or incidental to the formation of the Confederation and its registration.
- (q) To use the funds of the Confederation in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Confederation for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of glass and related materials.
- (r) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the glass industry or the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Confederation.
- (s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Confederation or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (t) To procure the Confederation to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (u) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that:-

- (1) nothing herein contained shall empower the Confederation to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance;
- (2) the Confederation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Confederation, would make it a trade union; and
- (3) in case the Confederation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, or any authority exercising corresponding jurisdiction outside England and Wales, the Confederation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Governing Body of the Confederation shall be chargeable for such property as may come

into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Confederation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education and Science or any such other authority as aforesaid over such Council or Governing body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Confederation were not incorporated. In case the Confederation shall take or hold any property which may be subject to any trusts, the Confederation shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Confederation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Confederation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Confederation.

Provided that nothing herein:

- (1) shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Confederation or to any member of the Confederation, in return for any services actually rendered to the Confederation or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Confederation, but so that no Member of the Council or Governing body of the Confederation shall be appointed to any salaried office of the Confederation or any office of the Confederation or any office of the Confederation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Confederation to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for the premises demised or let to the Confederation or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Department of Trade and Industry, provided that nothing hereinbefore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Department of Trade, and Members shall not be bound to accounts for any share of profits they may receive in respect of any such payment.

- (2) shall prevent any Member of the Confederation whether a Member

of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Confederation.

5. The liability of the Members is limited.
6. Every Member of the Confederation undertakes to contribute to the assets of the Confederation, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Confederation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
7. If upon the winding up or dissolution of the Confederation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Confederation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Confederation and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Confederation under or by virtue of Clause 4 hereof, or to such institution or institutions to be determined by the Members of the Confederation, subject to the approval of the Department of Trade, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 539065

I hereby certify that

**THE BRITISH GLASS INDUSTRY RESEARCH
ASSOCIATION**

having by special resolution changed its name,
is now incorporated under the name of

**THE BRITISH GLASS MANUFACTURERS
CONFEDERATION**

Given under my hand at the Companies Registration Office,
Cardiff the 17 AUGUST 1988

P.A. Rowley
MRS P.A. ROWLEY

an authorised officer

No: 539065

CON/11436/KM

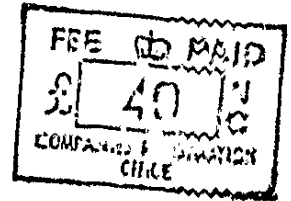
The Companies Act - 1985
COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

THE BRITISH GLASS INDUSTRY RESEARCH ASSOCIATION

PASSED THE 23 DAY OF JUNE 1988



At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at The British Glass Industry Research Building, Northumberland Road, Sheffield, S10 2UA on the 23 day of June 1988, the following SPECIAL RESOLUTIONS were duly passed:-

Resolution 1

That the name of the Association be changed to:-
"The British Glass Manufacturers Confederation"

Resolution 2

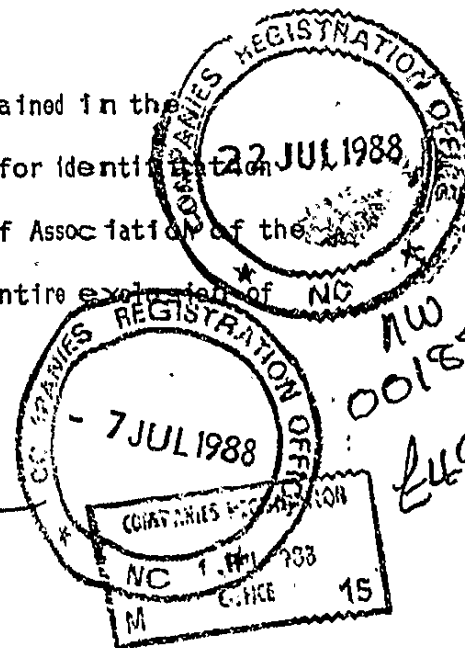
That the Memorandum of Association contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the Memorandum of Association of the Association for and to the entire exclusion of the existing Memorandum of Association.

Resolution 3

That the regulations of the Association contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Association in substitution for and to the entire exclusion of the existing Articles of Association.

.....*Rowley*.....

Chairman



The Companies Act, 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH GLASS MANUFACTURERS CONFEDERATION *

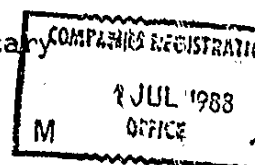
(Adopted by Special Resolution
passed on 23 JUNE 1988)

DEFINITIONS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

"the Act"	means the Companies Act, 1985
"the Articles"	mean the Articles of Association for the time being of the Confederation
"Month"	means calendar month
"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the Confederation"	means The British Glass Manufacturers Confederation
"executed"	includes any mode of execution
"the Office"	means the registered office of the Confederation
"the Seal"	means the Common Seal of the Company
"the Council"	means the Council of the Confederation as a body or a quorum of the members thereof at a Council meeting.
"Secretary"	includes any person appointed to perform the duties of the Secretary of the Confederation whether

1.



* By a Special Resolution of the Company dated 1988
the name of the Company was changed from The British Glass Industry
Research Association to The British Glass Manufacturers Confederation

temporarily or otherwise

"the United Kingdom"

means Great Britain and Northern Ireland

"In Writing" and "Written"

include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.

"Notice"

includes all written communications to members

Reference in these Articles to any Statutory provision shall be deemed to include a reference to all and every statutory amendment, modification, re-enactment and extension hereof for the time being in force

Words importing the singular number include the plural, and the converse applies

Words importing males includes females

Words importing persons include corporations

MEMBERS

2. For the purpose of registration the number of Members of the Confederation is declared to be 150, but the Council may register an increase in the number of Members whenever and as often as they think fit.
3. The Confederation is established for the purposes expressed in the Memorandum of Association.
4. Subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.
5. The Membership of the Confederation shall consist of the corporations or persons with the following status:
 - (a) Full Members who shall be corporations or persons carrying on business in the United Kingdom as manufacturers, manipulators or processors of glass who shall be admitted as Members of the Confederation herein provided.
 - (b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Full Membership who shall be admitted as Members of the Confederation in the manner herein provided.
6. No Member other than a Full Member shall be entitled to vote at General Meetings or be elected as Members of the Council. Members

other than Full Members shall be entitled to such of the privileges and benefits of the Confederation as the Council may from time to time determine but without power to vote at any General Meeting.

7. No firm or other unincorporated association may as such become a Member of the Confederation, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for Membership and shall give all information that may be reasonably required by the Council regarding such applicant.
8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Confederation, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall ipso facto cease to be a Member of the Confederation or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a Member of the Confederation and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf, and in the case of any other unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 17) to give notice in writing to the Member representing such firm or association to terminate his Membership and to withdraw from the Confederation, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

- 10.(a) A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend Meetings of the Confederation and if so qualified vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.
- (b) If and so long as the nominated representative of a corporation is a Member of the Council the provisions of Clause 4 of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.
11. Any director or secretary of a corporation which is a Full Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to Membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Confederation without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote and no special notice shall be required before the consideration of such resolution.
12. No person or corporation shall be admitted to Membership of the Confederation unless an application for Membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.
13. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership.
14. Any Full Member may withdraw from the Confederation by giving notice in writing to the Secretary to expire at least 6 months prior to the financial year end in which the notice is given and provided that the Member has paid all arrears of subscription, levy or contribution ("the arrears") or pays the same before the expiration of such notice then that Member shall cease to be a Member from the financial year end. In default of such notice being given and the arrears, if any, being paid a Full Member shall be liable to pay the subscription and/or levy for the ensuing year (as well as for the current year) and any contributions which such Member shall have guaranteed to make and also the subscription and/or levy for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay.
15. An Associate Member may withdraw from the Confederation by giving

notice in writing to the Secretary at any time and paying with such notice any unpaid subscription and/or levy due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay and thereupon such Member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year.

16. Upon the withdrawal of any Member by notice, stated in Articles 14 and 15, the Member shall not be entitled under any conditions to any repayment of any subscription or levy or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.
17. Any Member may be removed from the Confederation by a resolution of the Council passed by a majority of at least three-fourths of the Members of Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall except in the circumstances of Article 19(d) return the due proportion of such Member's current subscription having regard to the unexpired portion for which it is paid.
18. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Confederation to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

DUTIES OF MEMBERS

19. Every Member of the Confederation shall be bound:
 - (a) To pay to the Confederation such entrance fee (if any) and such annual subscription and/or levy as shall from time to time be set by the Council in accordance with Article 30(3). All entrance fees and subscriptions shall be paid at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Confederation in force at the date of such payments.
 - (b) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Confederation for the time being in force.

(c) To pay and make good to the Confederation any loss or damage which the Confederation may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Confederation.

(d) To treat and to require his employees to treat all information obtained by virtue of Membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Confederation without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 17 to remove from the Confederation the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 17, not release such Member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of Membership a Member or person claiming under a Member shall have no right or claim against the Confederation or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Confederation.

COUNCIL OF THE CONFEDERATION

20. The business of the Confederation shall be managed by a Council.

21. Unless and until otherwise determined by the Confederation in General Meeting, the Council shall consist of not less than 15 persons and shall include:

(a) the following Officers, ex-officio

(i) The President

(ii) The Deputy President

(iii) up to a maximum of five Vice-Presidents

(b) up to 21 other persons, each of whom shall be proposed by one of the Interest Groups approved by the Council under sub-Article 30(6), provided that no Interest Group may propose for election more persons than the maximum number agreed by the Council, and

(c) up to three other persons

22. Unless and until otherwise determined by the Confederation in General Meeting all Officers and Members of the Council shall, save as otherwise provided in the Articles be elected by the

Confederation in General Meeting and shall be Qualified Persons (as hereinafter defined) duly elected. For the purposes of this Article and Articles 26 27 and 30 hereof a Qualified Person shall mean a person who is either

- (i) a Full Member of the Confederation; or
 - (ii) a Director of a corporation which is a Full Member of the Confederation and who is that Corporation's representative nominated under Article 10 hereof; or
 - (iii) a Director (not being the Corporation's representative) or an employee of a Corporation which is a Full Member provided that such Director or employee has by resolution of the Council been expressly approved as being eligible for membership of the Council which approval the Council shall be entitled to grant or withhold at its absolute discretion.
23. The Confederation in General Meeting may appoint one President, one Deputy President and up to five Vice-Presidents. The President and Deputy President shall serve a term of one year. The Vice-Presidents for the time being shall retire at each Annual General Meeting of the Confederation but shall be eligible for re-election.
24. No person other than a Member of the Council retiring at an Annual General Meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date fixed for the meeting there shall have been left at the registered office of the Confederation a Notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also Notice in writing signed by that person of his willingness to be elected.
25. At the Annual General Meeting in each year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members of Council so retiring shall be deemed to be eligible for re-election.
26. The office of a Member of the Council shall be vacated:
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (b) If he is found lunatic or becomes of unsound mind.
 - (c) If by notice in writing to the Council he resigns his office.
 - (d) If he be called upon in writing by at least three-fourths of

all the other Members of the Council for the time being to resign office.

- (e) If being an elected Member of Council of a Member of Council appointed under Article 27 he ceases to be a Qualified Person.
 - (f) If by virtue of Section 243 of the Act he ceases to be capable of being appointed a director of a company.
 - (g) If he becomes prohibited from being a Member of the Council by reason of any order made under the Insolvency Act 1986.
 - (h) If he be absent from the meetings of the council for more than six consecutive meetings without the consent of the council.
27. Subject as aforesaid the council shall be entitled to appoint a Qualified Person as a Member of the Council to fill a casual vacancy, howsoever caused, amongst the elected members of Council. The person so appointed shall (subject to Article 26) hold office until the Annual General Meeting next after his appointment), and shall then be eligible for election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.
28. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fifteen the continuing Members of the Council may act for the purposes only of filling vacancies in the elected Members of the Council or summoning a General Meeting of the Confederation.
29. The Confederation may by ordinary resolution of which special notice has been given in accordance with Section 349 of the Act, remove any Member of the Council from office pursuant to section 303 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Confederation and such Member of the Council.

POWERS OF THE COUNCIL

30 (1) General Powers

The Council shall have sole control in regard to all matters relating to the Management and organisation of the Confederation. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Confederation and are not hereby or by statute expressly directed or required to be exercised or done by the Confederation in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of the Articles.

30 (2) Delegated Powers

Without prejudice to the general powers conferred by sub-Article 30(1) and the other powers conferred by these Articles, it is expressly declared that the Council shall have the power to delegate any of their powers (other than their powers under Article 17) to Committees, and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect or validity unless (a) a majority of the Members present and entitled to vote are elected Members of the Council, or (b) such a resolution is confirmed by the Council.

30 (3) Subscriptions

The Council shall have the power to set subscriptions, levies or other contributions to the expenses of the Confederation in accordance with such regulations governing the manner of calculation as shall be agreed by the Members in General Meeting.

30 (4) Finance and General Purposes Committee

The Council shall set up a Finance and General Purposes Committee with responsibilities which shall include the review of annual budgets and plans, the control of expenditure and matters concerning the appointment of senior staff of the Confederation. The Chairman of the Finance and General Purposes Committee shall be a member of the Council and every Member shall be a Qualified Person. The Chairman of the Research Steering Committee shall be entitled ex-officio to be a Member of the Finance and General Purposes Committee

30 (5) Research Steering Committee

The Council shall set up a Research Steering Committee with responsibilities which shall include the supervision of the Confederation's scientific research, research policy and objectives; recommendations on the appointment of senior research staff shall be made by the Research Steering Committee to the Finance and General Purposes Committee. The Chairman of the Research Steering Committee shall be a Member of the Council. The Chairman of the Finance and General Purposes Committee shall be entitled ex-officio to be a Member of the Research Steering Committee.

30 (6) Interest Groups

The Council may approve the formation or dissolution of one or more Interest Groups consisting of Members of the Confederation, (each Interest Group having a common interest whether in the nature of the product manufactured or conduct of research or otherwise) and the Council may determine the qualification necessary for, and the rights and obligations resulting from membership of each Interest Group.

PROCEEDINGS OF THE COUNCIL

31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum.
32. The President shall be Chairman of meetings of the Council, or, in his absence, the Deputy President. If neither the President nor the Deputy President be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman for that meeting from those present.
33. The President or any three Members of the Council may at any time, and the Secretary upon the request of the President or any three Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three Members of the Council the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members of the Council present at such meeting. In the event of the votes being equally divided the President shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.
34. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Confederation for the time being vested in or exercisable by the Council.
35. The meetings and proceedings of any Committee appointed by the Council shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superceded by any regulations made by the Council.
36. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.
37. A resolution in writing, other than that for the removal of a Member from the Confederation, signed by all the Members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of

such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

MINUTES

38. The Council shall cause minutes to be duly entered in books provided for the purpose:-
 - (a) Of all appointments of officers;
 - (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
 - (c) Of all orders made by the Council and Committees of the Council;
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.
39. Any such minutes of any meeting of the Council or of any Committee, or of the Confederation, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

DIRECTOR GENERAL and RESEARCH DIRECTOR

40. There shall be at all times a Director-General who shall be appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Confederation.
41. There shall be at all times a Research Director or other responsible technical officer who shall be appointed by the Council and shall be responsible to the Director-General for the direction and supervision of all research and other scientific and technological work carried out by the Confederation and of all staff directly involved in such work.

RESEARCH

42. No Member of the Confederation shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.
43. Every Member of the Council, and of its Committees, shall sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge while occupying such office as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Confederation, to the extent to which, and as and when he shall be entitled so to do in common with other members of the Confederation in strict accordance with the rules

and regulations made by the Council as provided by these presents.

44. Nothing in articles 42 and 43 shall prevent discussion, disclosure or publication as between Members of the Council or any Committee of the Council and of the Confederation or its officers relating to researches undertaken or proposed to be undertaken by the Confederation subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Confederation or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Confederation.
45. Every responsible employee of the Confederation shall sign an undertaking to observe strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid and shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Confederation at the cost of the Confederation all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon research or other scientific or technological work.

SECRETARY

46. There shall at all times be a Secretary appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed.

SEAL

47. The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

48. The Confederation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Confederation and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
49. All General Meetings other than Annual General Meetings shall be

called Extraordinary General Meetings.

50. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Full Members of the Confederation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.
51. An annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Confederation other than an annual General or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Confederation in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Confederation.

Provided that a General Meeting of the Confederation shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the members.
52. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

53. The business of an Annual General Meeting shall be:-
- (a) To receive and consider the income and expenditure accounts, the balance sheets, group accounts (if any) and the reports of the Council and the Auditors.

(b) To elect Members of the Council and other officers in the place of those retiring.

(c) To appoint Auditors and fix their remuneration.

(d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

54. Every General Meeting of the Confederation shall be presided over by the President, or in his absence the Deputy President, and in the absence of both the Meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Full Members of the Confederation.

55. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven Full Members present in person shall be a quorum. For the purposes of these presents a Full Member being a corporation present by its representative shall be deemed to be present in person.

56. If a quorum is not present within half an hour from the time appointed for a General Meeting, then if convened upon such requisition as aforesaid, the Meeting shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Full Members who are present shall be a quorum and may transact business for which the Meeting was called.

57. The Chairman may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

58. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) By the Chairman; or

(b) By at least three Full Members present in person or by proxy;
or

(c) By any Full Member or Full Members present in person or by proxy and representing not less than one-tenth of the total

voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Confederation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in Article 61, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
60. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Full Member.
61. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
62. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
63. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

64. Subject to Article 65 on a show of hands any Full Member present in person shall have one vote and no more and on a poll every Full Member present in person or by proxy shall have one vote for each £100 or part of £100 in excess of £100 paid by them by way of annual subscription, excluding any levy or other contribution which may be payable, in the preceding financial year or, in the case of new Full Members, the current financial year of the Confederation.
65. No Full Member shall be entitled to vote if payment of his subscription is in arrear for a period of three months from its due date.

66. On a poll votes may be given either personally or by proxy.
67. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Full Member of the Confederation.
68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
69. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

THE BRITISH GLASS MANUFACTURERS CONFEDERATION

"I of in the
County of being a Full Member of
the above named Confederation hereby appoint
..... of
or failing him of
..... as my proxy to vote for me
on my behalf at the [Annual or Extraordinary or adjourned as
the case may be] General Meeting of the Confederation to be
held on the day of 19
... and at any adjournment thereof.

Signed this day of 19...

This form is to be used in favour* of the resolution.
against *

Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

70. The instrument appointing a proxy shall be deemed to confer

authority to demand or join in demanding a poll.

71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Confederation at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

ACCOUNTS

72. The Council shall in accordance with the requirements of the Act cause proper books of account to be kept with respect to:
- (a) All sums of money received and expended by the Confederation and the matters in respect of which the receipts and expenditure take place;
 - (b) All sales and purchases of goods by the Confederation.
 - (c) All assets and liabilities of the Confederation.
73. The books of account shall be kept at the office or subject to Section 222 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.
74. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Confederation or any of them shall be open to the inspection of the Member.
75. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Confederation in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and report as are referred to in those Sections.
76. A copy of every account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Confederation in General Meeting together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the Meeting be sent to every Member, and every holder of debentures, of the Confederation. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Confederation is not aware or to more than one of the joint holders of any debentures.

AUDIT

77. Once at least in every year the accounts of the Confederation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.

78. Auditors shall be appointed and their duties regulated in accordance with the Act.
79. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Confederation, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Confederation in General Meeting, and shall be open to inspection by any Member.

NOTICES

80. A notice may be given by the Confederation to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Confederation for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of 48 hours after the letter is put into the post as a pre-paid letter.
81. The signature to any notice to be given by the Confederation may be written or printed.
82. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Confederation.
83. Every notice or application to the Council or the Secretary or the Confederation, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day excepting Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

84. Every Member of the Council, Director General, Research Director, Manager, Secretary and other officer or servant of the Confederation shall be indemnified by the Confederation against, and it shall be the duty of the Council out of funds of the Confederation to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ARBITRATION

85. If and whenever any difference shall arise between the Confederation and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or admitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall be forthwith referred to two Arbitrators - one to be appointed by each party in difference - or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Acts 1950, 1979 and 1985.

WINDING UP

86. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Confederation shall have the same validity and effect as if they were repeated in these Articles.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

539065

MEMORANDUM OF ASSOCIATION

of

THE BRITISH GLASS MANUFACTURERS CONFEDERATION*
(Amended pursuant to a Special Resolution
(passed on 22 JUNE 1988)

1. The name of the Company (hereinafter called "the Confederation") is "The British Glass Manufacturers Confederation".
2. The registered office of the Confederation will be situate in England.
3. The objects for which the Confederation is established are:
 - (a) To promote co-operation between bodies corporate and unincorporated carrying on business as manufacturers, manipulators and/or processors of glass in the United Kingdom and other industries allied with and accessory thereto (the glass manufacturing industry) and to provide for the glass manufacturing industry the means for formulating, making known, influencing and carrying out policy in regard to industrial, economic, fiscal, commercial, legal and technical matters, and to act as a national point of reference for the glass manufacturing industry.
 - (b) To promote research and other scientific work in connection with the Glass trade or industry and other trades and industries allied therewith or accessory thereto, and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries and for this purpose to raise money by subscriptions levied on the members of the Confederation.
 - (c) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any literature, statistics and information, and

COMPANIES REGISTRATION
1 JUL 1988
M OFFICE 15

* By a Special Resolution of the Company dated 1988 the name of the Company was changed from The British Glass Industry Research Association to The British Glass Manufacturers Confederation

objects to the Confederation.

- (i) To establish, maintain, control and manage branches of the Confederation in the United Kingdom or elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- (j) To undertake and execute any trusts which may help to attain any of the objects of the Confederation.
- (k) To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Confederation or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Members or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.
- (l) To borrow or raise any money that may be required by the Confederation upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Confederation, or by mortgage or charge of all or any part of the property of the Confederation.
- (m) To draw, make, accept indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (n) To invest the moneys of the Confederation not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust funds moneys or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Confederation, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Confederation, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion

disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

- (d) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Confederation, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Confederation or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.
- (e) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Confederation for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Confederation and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (f) To apply to the Government departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance for promoting the objects of the Confederation, and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Confederation and to conform to any proper conditions upon which such grants and other payments may be made.
- (g) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money to, subsidise or otherwise assist any such association, institution or other body.
- (h) To receive and carry on the whole or any part of the assets, undertakings, activities of a company limited by guarantee known as Glass Manufacturers Federation and to undertake its liabilities and any other Company or Association having similar

of the objects of the Confederation.

- (p) To pay all expenses, preliminary or incidental to the formation of the Confederation and its registration.
- (q) To use the funds of the Confederation in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Confederation for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of glass and related materials.
- (r) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the glass industry or the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Confederation.
- (s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Confederation or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (t) To procure the Confederation to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (u) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that:--

- (1) nothing herein contained shall empower the Confederation to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance;
- (2) the Confederation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Confederation, would make it a trade union; and
- (3) in case the Confederation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, or any authority exercising corresponding jurisdiction outside England and Wales, the Confederation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Governing Body of the Confederation shall be chargeable for such property as may come

into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Confederation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education and Science or any such other authority as aforesaid over such Council or Governing body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Confederation were not incorporated. In case the Confederation shall take or hold any property which may be subject to any trusts, the Confederation shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Confederation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Confederation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Confederation.

Provided that nothing herein:

- (1) shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Confederation or to any member of the Confederation, in return for any services actually rendered to the Confederation or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Confederation, but so that no Member of the Council or Governing body of the Confederation shall be appointed to any salaried office of the Confederation or any office of the Confederation or any office of the Confederation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Confederation to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for the premises demised or let to the Confederation or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Department of Trade and Industry, provided that nothing hereinbefore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Department of Trade, and Members shall not be bound to accounts for any share of profits they may receive in respect of any such payment.

- (2) shall prevent any Member of the Confederation whether a Member

of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Confederation.

5. The liability of the Members is limited.
6. Every Member of the Confederation undertakes to contribute to the assets of the Confederation, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Confederation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
7. If upon the winding up or dissolution of the Confederation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Confederation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Confederation and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Confederation under or by virtue of Clause 4 hereof, or to such institution or institutions to be determined by the Members of the Confederation, subject to the approval of the Department of Trade, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

539065

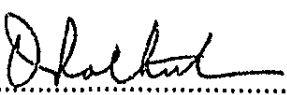


BRITISH GLASS

COPY OF A SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE BRITISH GLASS MANUFACTURERS CONFEDERATION ON THURSDAY, 12TH NOVEMBER 1992

A Special Resolution that the following Articles, 14 and 15, as set out below, were approved and adopted in substitution for and to the exclusion of Articles 14 and 15 of the existing Articles of Association of the Company.

14. Any Full Member may withdraw from the Confederation by giving six months prior notice in writing to the Secretary. Such Member shall cease to be a Member on expiry of the notice. On giving notice of withdrawal the Member shall become liable to pay, before the expiry of the notice, all subscriptions, levies and contributions owing and due from that Member up to the date of expiry of the notice and a proportion of subscriptions and levies due or which may become owing and due in respect of the financial year in which the notice expires pro rata to the period from the commencement of such year until the date of expiry of the notice PROVIDED THAT if such Member shall have guaranteed to pay any subscription, levy or contribution in respect of any period after the expiry of the notice he shall ensure that all such guaranteed subscriptions levies and contributions shall be paid prior to expiry of the notice.
15. Any Associate Member may withdraw at any time from the Confederation by giving immediate notice in writing to the Secretary provided that he pays at the time of giving notice any unpaid subscription levy or contribution owing and due from that Member up to the date of the notice and a proportion of subscriptions and levies due in respect of the financial year in which the notice is given pro rata to the period from the commencement of such year until the date of the notice PROVIDED THAT if such Member shall have guaranteed to pay any subscription, levy or contribution in respect of any period after the date of the notice he shall ensure that all such guaranteed subscriptions levies and contributions shall be paid when he gives notice.

Signed:  President

Date: 24. 11. 92



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

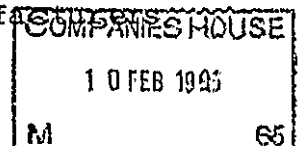
OF

THE BRITISH GLASS MANUFACTURERS CONFEDERATION *

(Amended pursuant to a Special Resolution
passed on 23 June 1988)

1. The name of the Company (hereinafter called "the Confederation") is "The British Glass Manufacturers Confederation".
2. The Registered office of the Confederation will be situate in England.
3. The objects for which the Confederation is established are:
 - (a) To promote co-operation between bodies corporate and unincorporated carrying on business as manufacturers, manipulators and/or processors of glass in the United Kingdom and other industries allied with and accessory thereto (the glass manufacturing industry) and to provide for the glass manufacturing industry the means for formulating, making known, influencing and carrying out policy in regard to industrial, economic, fiscal, commercial, legal and technical matters, and to act as a national point of reference for the glass manufacturing industry.
 - (b) To promote research and other scientific work in connection with the Glass trade or industry and other trades and industries allied therewith or accessory thereto and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries and for this purpose to raise money by subscriptions levied on the members of the Confederation.
 - (c) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and

* By a Special Resolution of the Company dated 23 June 1988 the name of the Company was changed from the British Glass Industry Research Association to The British Glass Manufacturers Confederation.



collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

- (d) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Confederation, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Confederation or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institution.
- (e) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Confederation for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Confederation and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (f) To apply to the Government departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance for promoting the objects of the Confederation, and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Confederation and to conform to any proper conditions upon which such grants and other payments may be made.
- (g) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money

to, subsidise or otherwise assist any such association, institution or other body.

- (h) To receive and carry on the whole or any part of the assets, undertakings, activities of a company limited by guarantee known as Glass Manufacturers Federation and to undertake its liabilities and any other company or association having similar objects to the Confederation.
- (i) To establish, maintain, control and manage branches of the Confederation in the United Kingdom or elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- (j) To undertake and execute any trusts which may help to attain any of the objects of the Confederation.
- (k) To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Confederation or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Members or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.
- (l) To borrow or raise any money that may be required by the Confederation upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Confederation, or by mortgage or charge of all or any part of the property of the Confederation.
- (m) To draw, make, accept indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (n) To invest the moneys of the Confederation not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust funds moneys or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any

land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Confederation, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Confederation, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Confederation.

- (p) To pay all expenses, preliminary or incidental to the formation of the Confederation and its registration.
- (q) To use the funds of the Confederation in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Confederation for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of glass and related materials.
- (r) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the glass industry or the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Confederation.
- (s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Confederation or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (t) To procure the Confederation to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (u) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that:-

- (1) nothing herein contained shall empower the Confederation to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance;
- (2) the Confederation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Confederation, would make it a trade union; and

- (3) in case the Confederation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, or any authority exercising corresponding jurisdiction outside England and Wales, the Confederation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Governing Body of the Confederation shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Confederation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education and Science or any such other authority as aforesaid over such Council or Governing body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Confederation were not incorporated. In case the Confederation shall take or hold any property which may be subject to any trusts, the Confederation shall only deal with the same in such manner as allowed by law having regard to such trusts.
4. The income and property of the Confederation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Confederation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Confederation.

Provided that nothing herein:

- (1) shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Confederation or to any member of the Confederation, in return for any services actually rendered to the Confederation or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Confederation, but so that no Member of the Council or Governing body of the Confederation shall be appointed to any salaried office of the Confederation or any office of the Confederation or any office of the Confederation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Confederation to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for the premises demised or let to the Confederation or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Department of Trade and Industry, provided that

nothing hereinbefore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Department of Trade, and Members shall not be bound to accounts for any share of profits they may receive in respect of any such payment.

- (2) shall prevent any Member of the Confederation whether a Member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Confederation.
5. The liability of the Members is limited.
6. Every Member of the Confederation undertakes to contribute to the assets of the Confederation, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Confederation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
7. If upon the winding up or dissolution of the Confederation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Confederation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Confederation and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Confederation under or by virtue of Clause 4 hereof, or to such institution or institutions to be determined by the Members of the Confederation, subject to the approval of the Department of Trade, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

The Companies Act, 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH GLASS MANUFACTURERS CONFEDERATION *

(Adopted by Special Resolution
passed on 23 June 1988)

DEFINITIONS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

"the Act"	means the Companies Act, 1985
"the Articles"	mean the Articles of Association for the time being of the Confederation
"Month"	means calendar month
"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the Confederation"	means The British Glass Manufacturers Confederation
"executed"	includes any mode of execution
"the Office"	means the registered office of the Confederation

* By a Special Resolution of the Company dated 23 June 1988 the name of the Company was changed from the British Glass Industry Research Association to The British Glass Manufacturers Confederation.

"the Seal"	means the Common Seal of the Company
"the Council"	means the Council of the Confederation as a body or quorum of the members thereof at a Council meeting.
"Secretary"	includes any person appointed to perform the duties of the Secretary of the Confederation whether temporarily or otherwise
"the United Kingdom"	means Great Britain and Northern Ireland
"in Writing" and "Written"	include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.
"Notice"	includes all written communications to members

Reference in these Articles to any Statutory provision shall be deemed to include a reference to all and every statutory amendment modification re-enactment and extension hereof for the time being in force

Words importing the singular number include the plural, and the converse applies

Words importing males includes females

Words importing persons include corporations

MEMBERS

2. For the purposes of registration the number of Members of the Confederation is declared to be 150, but the Council may register an increase in the number of Members whenever and as often as they think fit.
3. The Confederation is established for the purposes expressed in the Memorandum of Association.
4. Subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.

5. The Membership of the Confederation shall consist of the corporations or persons with the following status:
- (a) Full Members who shall be corporations or persons carrying on business in the United Kingdom as manufacturers, manipulators or processors of glass who shall be admitted as Members of the Confederation herein provided.
 - (b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Full Membership who shall be admitted as Members of the Confederation in the manner herein provided.
6. No Member other than a Full Member shall be entitled to vote at General Meetings or be elected as Members of the Council. Members other than Full Members shall be entitled to such of the privileges and benefits of the Confederation as the Council may from time to time determine but without power to vote at any General Meeting.
7. No firm or other unincorporated association may as such become a Member of the Confederation, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for Membership and shall give all information that may be reasonably required by the Council regarding such applicant.
8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Confederation, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall ipso facto cease to be a Member of the Confederation or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a Member of the Confederation and the representative, of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf,

and in the case of any other unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 17) to give notice in writing to the Member representing such firm or association to terminate his Membership and to withdraw from the Confederation, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

10

- (a) A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend Meetings of the Confederation and if so qualified vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.
- (b) If and so long as the nominated representative of a corporation is a Member of the Council the provisions of Clause 4 of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.
11. Any director or secretary of a corporation which is a Full Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to Membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Confederation without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote

and no special notice shall be required before the consideration of such resolution.

12. No person or corporation shall be admitted to Membership of the Confederation unless an application for Membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.
13. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership.
- 14* Any Full Member may withdraw from the Confederation by giving six months prior notice in writing to the Secretary. Such Member shall cease to be a Member on expiry of the notice. On giving notice of withdrawal the Member shall become liable to pay, before the expiry of the notice, all subscriptions, levies and contributions owing and due from that Member up to the date of expiry of the notice and a proportion of subscriptions and levies due or which may become owing and due in respect of the financial year in which the notice expires pro rata to the period from the commencement of such year until the date of expiry of the notice PROVIDED THAT if such Member shall have guaranteed to pay any subscription, levy or contribution in respect of any period after the expiry of the notice he shall ensure that all such guaranteed subscriptions levies and contributions shall be paid prior to expiry of the notice.
- 15* Any Associate Member may withdraw at any time from the Confederation by giving immediate notice in writing to the Secretary provided that he pays at the time of giving notice any unpaid subscription, levy or contribution owing and due from that Member up to the date of the notice and a proportion of subscriptions and levies due in respect of the financial year in which the notice is given pro rata to the period from commencement of such year until the date of the notice PROVIDED THAT if such Member shall have guaranteed to pay any subscription, levy or contribution in respect of any period after the date of the notice he shall ensure that all such guaranteed subscriptions, levies and contributions shall be paid when he gives notice.
16. Upon the withdrawal of any Member by notice as stated in Articles 14 and 15 the Member shall not be entitled under any conditions to any repayment of any subscription or levy or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.

* Adopted by Special Resolution dated 12 November 1992.

17. Any Member may be removed from the Confederation by a resolution of the Council passed by a majority of at least three-fourths of the Members of Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall except in the circumstances of Article 19(d) return the due proportion of such Member's current subscription having regard to the unexpired portion for which it is paid.
18. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Confederation to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

DUTIES OF MEMBERS

19. Every Member of the Confederation shall be bound:
- (a) To pay to the Confederation such entrance fee (if any) and such annual subscription and/or levy as shall from time to time be set by the Council in accordance with Article 30(3). All entrance fees and subscriptions shall be paid at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Confederation in force at the date of such payments.
 - (b) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Confederation for the time being in force.
 - (c) To pay and make good to the Confederation any loss or damage which the Confederation may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Confederation.

- (d) To treat and to require his employees to treat all information obtained by virtue of Membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Confederation without the written consent of Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 17 to remove from the Confederation the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 17, not release such Member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of Membership a Member or person claiming under a Member shall have no right or claim against the Confederation or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Confederation.

COUNCIL OF CONFEDERATION

20. The business of the Confederation shall be managed by a Council.
21. Unless and until otherwise determined by the Confederation in General Meeting, the Council shall consist of not less than 15 persons and shall include:
- (a) the following Officers, ex-officio
 - (i) The President
 - (ii) The Deputy President
 - (iii) up to a maximum of five Vice-Presidents
 - (b) up to 21 other persons, each of whom shall be proposed by one of the Interest Groups approved by the Council under sub-Article 30(6), provided that no Interest Group may propose for election more persons than the maximum number agreed by the Council, and
 - (c) up to three other persons
22. Unless and until otherwise determined by the Confederation in General Meeting all Officers and Members of the Council shall, save as otherwise provided in the Articles be elected by the Confederation in General Meeting and shall be Qualified Persons (as hereinafter defined) duly elected. For the purposes of this Article and Articles 26 27 and 30 hereof a Qualified Person shall mean a person who is either

- (i) a Full Member of the Confederation; or
 - (ii) a Director of a corporation which is a Full Member of the Confederation and who is that Corporation's representative nominated under Article 10 hereof; or
 - (iii) a Director (not being the Corporation's representative) or an employee of a Corporation which is a Full Member provided that such Director or employee has by resolution of the Council been expressly approved as being eligible for membership of the Council which approval the Council shall be entitled to grant or withhold at its absolute discretion.
23. The Confederation in General Meeting may appoint one President, one Deputy President and up to five Vice-Presidents. The President and Deputy President shall serve a term of one year. The Vice-Presidents for the time being shall retire at each Annual General Meeting of the Confederation but shall be eligible for re-election.
24. No person other than a Member of the Council retiring at an Annual General Meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date fixed for the meeting there shall have been left at the registered office of the Confederation a Notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also Notice in writing signed by that person of his willingness to be elected.
25. At the Annual General Meeting in each year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members of Council so retiring shall be deemed to be eligible for re-election.
26. The office of a Member of the Council shall be vacated:
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (b) If he is found lunatic or becomes of unsound mind.
 - (c) If by notice in writing to the Council he resigns his office.

- (d) If he be called upon in writing by at least three-fourths of all the other Members of the Council for the time being to resign office.
 - (e) If being an elected Member of Council of a Member of Council appointed under Article 27 he ceases to be a Qualified Person.
 - (f) If by virtue of Section 243 of the Act he ceases to be capable of being appointed a director of a company.
 - (g) If he becomes prohibited from being a Member of the Council by reason of any order made under the Insolvency Act 1986.
 - (h) If he be absent from the meetings of the Council for more than six consecutive meetings without the consent of the council.
27. Subject as aforesaid the Council shall be entitled to appoint a Qualified Person as a Member of the Council to fill a casual vacancy, howsoever caused, amongst the elected Members of Council. The person so appointed shall (subject to Article 26) hold office until the Annual General Meeting next after his appointment, and shall then be eligible for election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.
28. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fifteen the continuing Members of the Council may act for the purposes only of filling vacancies in the elected Members of the Council or summoning a General Meeting of the Confederation.
29. The Confederation may by ordinary resolution of which special notice has been given in accordance with Section 349 of the Act, remove any Member of the Council from office pursuant to section 303 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Confederation and such Member of the Council.

POWERS OF THE COUNCIL

30 (1) General Powers

The Council shall have sole control in regard to all matters relating to the Management and organisation of the Confederation. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Confederation and are not hereby or by statute expressly

directed or required to be exercised or done by the Confederation in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of the Articles.

30 (2) Delegated Powers

Without prejudice to the general powers conferred by sub-Article 30(1) and the other powers conferred by these Articles, it is expressly declared that the Council shall have the power to delegate any of their powers (other than their powers under Article 17) to committees, and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such committee shall have any effect or validity unless (a) a majority of the Members present and entitled to vote are elected Members of the Council, or (b) such a resolution is confirmed by the Council.

30 (3) Subscriptions

The Council shall have the power to set subscriptions, levies or other contributions to the expenses of the Confederation in accordance with such regulations governing the manner of calculation as shall be agreed by the Members in General Meeting.

30 (4) Finance and General Purposes Committee

The Council shall set up a Finance and General Purposes Committee with responsibilities which shall include the review of annual budgets and plans, the control of expenditure and matters concerning the appointment of senior staff of the Confederation. The Chairman of the Finance and General Purposes Committee shall be a Member of the Council and every Member shall be a Qualified Person. The Chairman of the Research Steering Committee shall be entitled ex-officio to be a Member of the Finance and General Purposes Committee

30 (5) Research Steering Committee

The Council shall set up a Research Steering Committee with responsibilities which shall include the supervision of the Confederation's scientific research, research policy and objectives; recommendations on the appointment of senior research staff shall be made by the Research Steering Committee to the Finance and General Purposes Committee. The Chairman of the Research Steering Committee shall be a Member of the Council. The Chairman of the Finance and General Purposes Committee shall be entitled ex-officio to be a Member of the Research Steering Committee.

30 (6) Interest Groups

The Council may approve the formation or dissolution of one or more Interest Groups consisting of Members of the Confederation, (each Interest Group having a common interest whether in the nature of the product manufactured or conduct of research or otherwise) and the Council may determine the qualification necessary for, and the rights and obligation resulting from membership of each Interest Group.

PROCEEDINGS OF THE COUNCIL

31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determines, five elected Members of the Council shall be a quorum.
32. The President shall be Chairman of meetings of the Council, or, in his absence, the Deputy President. If neither the President nor the Deputy President be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman for that meeting from those present.
33. The President or any three Members of the Council may at any time, and the Secretary upon the request of the President or any three Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three Members of the Council the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members of the Council present at such meeting. In the event of the votes being equally divided the President shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.
34. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Confederation for the time being vested in or exercisable by the Council.
35. The meetings and proceedings of any Committee appointed by the Council shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council.

36. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as foresaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.
37. A resolution in writing, other than that for the removal of a Member from the Confederation, signed by all the Members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

MINUTES

38. The Council shall cause minutes to be duly entered in books provided for the purpose:-
- (a) Of all appointments of officers;
 - (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
 - (c) Of all orders made by the Council and Committees of the Council;
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.
39. Any such minutes of any meeting of the Council or of any Committee, or of the Confederation, if purporting to be signed by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

DIRECTOR GENERAL and RESEARCH DIRECTOR

40. There shall be at all times a Director-General who shall be appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Confederation.
41. There shall be at all times a Research Director or other responsible technical officer who shall be appointed by the Council and shall be responsible to the Director-General for the direction and supervision of all research and other scientific and technological work carried out by the Confederation and of all staff directly involved in such work.

RESEARCH

42. No Member of the Confederation shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.
43. Every Member of the Council, and of its Committees, shall sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge while occupying such office as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Confederation, to the extent to which, and as and when he shall be entitled so to do in common with other members of the Confederation in strict accordance with the rules and regulations made by the Council as provided by these presents.
44. Nothing in articles 42 and 43 shall prevent discussion, disclosure or publication as between Members of the Council or any Committee of the Council and of the Confederation or its officers relating to researches undertaken or proposed to be undertaken by the Confederation subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Confederation or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Confederation.
45. Every responsible employee of the Confederation shall sign an undertaking to observe strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid and shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Confederation at the cost of the Confederation all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon research or other scientific or technological work.

SECRETARY

46. There shall at all times be a Secretary appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be

removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed.

SEAL

47. The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

48. The Confederation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Confederation and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
49. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
50. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Full Members of the Confederation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.
51. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Confederation other than an Annual General or a General Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Confederation in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Confederation.

Provided that a General Meeting of the Confederation shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the members.
52. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

53. The business of an Annual General Meeting shall be:-
- (a) To receive and consider the income and expenditure accounts, the balance sheets, group accounts (if any) and the reports of the Council and the Auditors.
 - (b) To elect Members of the Council and other officers in the place of those retiring.
 - (c) To appoint Auditors and fix their remuneration.
 - (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

54. Every General Meeting of the Confederation shall be presided over by the President, or in his absence the Deputy President, and in the absence of both the Meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Full Members of the Confederation.
55. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven Full Members present in person shall be a quorum. For the purposes of these presents a Full Member being a corporation present by its representative shall be deemed to be present in person.

56. If a quorum is not present within half an hour from the time appointed for a General Meeting, then if convened upon such requisition as aforesaid, the Meeting shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Full Members who are present shall be a quorum and may transact business for which the Meeting was called.
57. The Chairman may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
58. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) By the Chairman; or
 - (b) By at least three Full Members present in person or by proxy; or
 - (c) By any Full Member or Full Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Confederation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in Article 61, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

60. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Full Member.
61. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
62. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
63. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

64. Subject to Article 65 on a show of hands any Full member present in person shall have one vote and no more and on a poll every Full Member present in person or by proxy shall have one vote for each £100 or part of £100 in excess of £100 paid by them by way of annual subscription, excluding any levy or other contribution, which may be payable, in the preceding financial year or, in the case of new Full Members, the current financial year of the Confederation.
65. No Full Member shall be entitled to vote if payment of his subscription is in arrear for a period of three months from its due date.
66. On a poll votes may be given either personally or by proxy.
67. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Full Member of the Confederation.
68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding

the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

69. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

THE BRITISH GLASS MANUFACTURERS CONFEDERATION

"I.....of.....in the County
of.....being a Full Member of
the above named Confederation hereby appoint
.....of.....
or failing him.....of.....
as proxy to vote for me on my behalf at the [Annual or
Extraordinary or adjourned as the case may be] General
Meeting of the Confederation to be held on the
.....day.....of 19...
and at any adjournment thereof.
Signed thisday of19...
This form is to be used in favour* of the resolution.

against*

Unless otherwise instructed the proxy will vote as he
thinks fit.

*Strike out whichever is not desired.

70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Confederation at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

ACCOUNTS

72. The Council shall in accordance with the requirements of the Act cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Confederation and the matters in respect of which the receipts and expenditure take place;
 - (b) All sales and purchases of goods by the Confederation;
 - (c) All assets and liabilities of the Confederation.
73. The books of account shall be kept at the office or subject to Section 222 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.
74. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Confederation or any of them shall be open to the inspection of the Member.
75. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Confederation in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
76. A copy of every account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Confederation in General Meeting together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the Meeting be sent to every Member, and every holder of debentures, of the Confederation. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Confederation is not aware or to more than one of the joint holders of any debentures.

AUDIT

77. Once at least in every year the accounts of the Confederation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
78. Auditors shall be appointed and their duties regulated in accordance with the Act.
79. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Confederation, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Confederation in General Meeting, and shall be open to inspection by any Member.

NOTICES

80. A notice may be given by the Confederation to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Confederation for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of 48 hours after the letter is put into the post as a pre-paid letter.
81. The signature to any notice to be given by the Confederation may be written or printed.
82. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Confederation.
83. Every notice or application to the Council or the Secretary or the Confederation, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day excepting Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

84. Every Member of the Council, Director General, Research Director, Manager, Secretary and other officer or servant of the Confederation shall be indemnified by the Confederation against, and it shall be the duty of the Council out of funds of the Confederation to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ARBITRATION

85. If and whenever any difference shall arise between the Confederation and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or admitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall

be forthwith referred to two Arbitrators - one to be appointed by each party in difference - or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Acts 1950, 1979 and 1985.

WINDING UP

86. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Confederation shall have the same validity and effect as if they were repeated in these Articles.

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

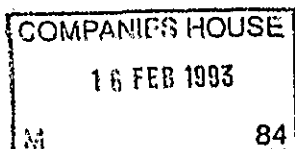
MEMORANDUM OF ASSOCIATION

OF

THE BRITISH GLASS MANUFACTURERS CONFEDERATION *
(Amended pursuant to a Special Resolution
passed on 23 June 1988)

1. The name of the Company (hereinafter called "the Confederation") is "The British Glass Manufacturers Confederation".
2. The Registered office of the Confederation will be situate in England.
3. The objects for which the Confederation is established are:
- (a) To promote co-operation between bodies corporate and unincorporated carrying on business as manufacturers, manipulators and/or processors of glass in the United Kingdom and other industries allied with and accessory thereto (the glass manufacturing industry) and to provide for the glass manufacturing industry the means for formulating, making known, influencing and carrying out policy in regard to industrial, economic, fiscal, commercial, legal and technical matters, and to act as a national point of reference for the glass manufacturing industry.
 - (b) To promote research and other scientific work in connection with the Glass trade or industry and other trades and industries allied therewith or accessory thereto and for that purpose to establish, equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in research work whether in such laboratories or elsewhere, and to encourage and improve the education of persons who are engaged or are likely to be engaged in the said trades or industries and for this purpose to raise money by subscriptions levied on the members of the Confederation.
 - (c) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and

* By a Special Resolution of the Company dated 23 June 1988 the name of the Company was changed from the British Glass Industry Research Association to The British Glass Manufacturers Confederation.



539065

collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the members thereof, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.

- (d) To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Confederation, and to pay therefor such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Confederation or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institution.
- (e) To encourage work which may result in, and to investigate and make known the nature and merits of, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Confederation for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Confederation and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substances to which the same may be capable of application.
- (f) To apply to the Government departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money and of land, donations, gifts, subscriptions and other assistance for promoting the objects of the Confederation, and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Confederation and to conform to any proper conditions upon which such grants and other payments may be made.
- (g) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research in particular to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money

to, subsidise or otherwise assist any such association, institution or other body.

- (h) To receive and carry on the whole or any part of the assets, undertakings, activities of a company limited by guarantee known as Glass Manufacturers Federation and to undertake its liabilities and any other company or association having similar objects to the Confederation.
- (i) To establish, maintain, control and manage branches of the Confederation in the United Kingdom or elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- (j) To undertake and execute any trusts which may help to attain any of the objects of the Confederation.
- (k) To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts or sections of the said trades or industries or any of them or the business of any particular Member or group of Members of the Confederation or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payment by such particular sections or Members or Group of Members or others including the entering into of contracts or other arrangements whereby such work is undertaken at the sole cost and under the control and for the sole benefit of any such particular Member or group of Members or others as may be expedient.
- (l) To borrow or raise any money that may be required by the Confederation upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Confederation, or by mortgage or charge of all or any part of the property of the Confederation.
- (m) To draw, make, accept indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (n) To invest the moneys of the Confederation not immediately required in any one or more of the modes of investment for the time being authorised by law for the investment of trust funds moneys or to place on deposit at interest in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any

land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purpose of the Confederation, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Confederation, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Confederation.

- (p) To pay all expenses, preliminary or incidental to the formation of the Confederation and its registration.
- (q) To use the funds of the Confederation in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of all of the equipment of the Confederation for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of glass and related materials.
- (r) To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to the glass industry or the said trades or industries or likely to be useful thereto, and to establish and maintain a Bureau of Information for the benefit of members of the Confederation.
- (s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Confederation or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- (t) To procure the Confederation to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- (u) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

Provided always that:-

- (1) nothing herein contained shall empower the Confederation to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance or any business of insurance;
- (2) the Confederation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition, which, if an object of the Confederation, would make it a trade union; and

(3) in case the Confederation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, or any authority exercising corresponding jurisdiction outside England and Wales, the Confederation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Governing Body of the Confederation shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Confederation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Secretary of State for Education and Science or any such other authority as aforesaid over such Council or Governing body, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Confederation were not incorporated. In case the Confederation shall take or hold any property which may be subject to any trusts, the Confederation shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Confederation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Confederation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the Members of the Confederation.

Provided that nothing herein:

(1) shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Confederation or to any member of the Confederation, in return for any services actually rendered to the Confederation or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any Member to the Confederation, but so that no Member of the Council or Governing body of the Confederation shall be appointed to any salaried office of the Confederation or any office of the Confederation or any office of the Confederation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Confederation to any Member of such Council or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for the premises demised or let to the Confederation or any remuneration to any Member of the Council in accordance with any recommendation by or with the approval of the Department of Trade and Industry, provided that

nothing hereinbefore contained shall prevent any payment to any corporate body of which a Member of the Council may be a member or shareholder holding less than one-hundredth part of its capital or to any other corporate body or to any firm with the previous consent of the Department of Trade, and Members shall not be bound to accounts for any share of profits they may receive in respect of any such payment.

- (2) shall prevent any Member of the Confederation whether a Member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Confederation.
5. The liability of the Members is limited.
6. Every Member of the Confederation undertakes to contribute to the assets of the Confederation, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Confederation contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.
7. If upon the winding up or dissolution of the Confederation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Confederation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Confederation and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Confederation under or by virtue of Clause 4 hereof, or to such institution or institutions to be determined by the Members of the Confederation, subject to the approval of the Department of Trade, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

The Companies Act, 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
THE BRITISH GLASS MANUFACTURERS CONFEDERATION *
(Adopted by Special Resolution
passed on 23 June 1988)

DEFINITIONS

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

"the Act"	means the Companies Act, 1985
"the Articles"	mean the Articles of Association for the time being of the Confederation
"Month"	means calendar month
"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"the Confederation"	means The British Glass Manufacturers Confederation
"executed"	includes any mode of execution
"the Office"	means the registered office of the Confederation

* By a Special Resolution of the Company dated 23 June 1988 the name of the Company was changed from the British Glass Industry Research Association to The British Glass Manufacturers Confederation.

"the Seal"	means the Common Seal of the Company
"the Council"	means the Council of the Confederation as a body or quorum of the members thereof at a Council meeting.
"Secretary"	includes any person appointed to perform the duties of the Secretary of the Confederation whether temporarily or otherwise
"the United Kingdom"	means Great Britain and Northern Ireland
"in Writing" and "Written"	include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.
"Notice"	includes all written communications to members

Reference in these Articles to any Statutory provision shall be deemed to include a reference to all and every statutory amendment modification re-enactment and extension hereof for the time being in force

Words importing the singular number include the plural, and the converse applies

Words importing males includes females

Words importing persons include corporations

MEMBERS

2. For the purposes of registration the number of Members of the Confederation is declared to be 150, but the Council may register an increase in the number of Members whenever and as often as they think fit.
3. The Confederation is established for the purposes expressed in the Memorandum of Association.
4. Subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.

5. The Membership of the Confederation shall consist of the corporations or persons with the following status:
- (a) Full Members who shall be corporations or persons carrying on business in the United Kingdom as manufacturers, manipulators or processors of glass who shall be admitted as Members of the Confederation herein provided.
 - (b) Associate Members who shall be corporations or persons connected with or likely to assist in the development of the said trades or industries or in any of them but who are ineligible for Full Membership who shall be admitted as Members of the Confederation in the manner herein provided.
6. No Member other than a Full Member shall be entitled to vote at General Meetings or be elected as Members of the Council. Members other than Full Members shall be entitled to such of the privileges and benefits of the Confederation as the Council may from time to time determine but without power to vote at any General Meeting.
7. No firm or other unincorporated association may as such become a Member of the Confederation, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The firm or other unincorporated association shall deposit with the Council the nomination of such applicant for Membership and shall give all information that may be reasonably required by the Council regarding such applicant.
8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Council of the Confederation, nominate another representative in his place. Upon receipt by the Council of any such revocation such member shall ipso facto cease to be a Member of the Confederation or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Council, be and become a Member of the Confederation and the representative, of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf,

and in the case of any other unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 17) to give notice in writing to the Member representing such firm or association to terminate his Membership and to withdraw from the Confederation, and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

10

- (a) A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend Meetings of the Confederation and if so qualified vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.
 - (b) If and so long as the nominated representative of a corporation is a Member of the Council the provisions of Clause 4 of the Memorandum of Association will apply in relation to such corporation (as well as in relation to its representative) as if it were itself a Member of the Council and were not a corporate body.
11. Any director or secretary of a corporation which is a Full Member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to Membership or approved as hereinbefore provided (not being such representative) may attend any General Meeting of the Confederation without any right of voting thereat, but the Members present at any meeting may exclude any such persons who are not Members from such meeting by a resolution passed by a majority of the Members present and entitled to vote

and no special notice shall be required before the consideration of such resolution.

12. No person or corporation shall be admitted to Membership of the Confederation unless an application for Membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.
13. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to Membership.
- 14.* Any Full Member may withdraw from the Confederation by giving six months prior notice in writing to the Secretary. Such Member shall cease to be a Member on expiry of the notice. On giving notice of withdrawal the Member shall become liable to pay, before the expiry of the notice, all subscriptions, levies and contributions owing and due from that Member up to the date of expiry of the notice and a proportion of subscriptions and levies due or which may become owing and due in respect of the financial year in which the notice expires pro rata to the period from the commencement of such year until the date of expiry of the notice PROVIDED THAT if such Member shall have guaranteed to pay any subscription, levy or contribution in respect of any period after the expiry of the notice he shall ensure that all such guaranteed subscriptions levies and contributions shall be paid prior to expiry of the notice.
- 15.* Any Associate Member may withdraw at any time from the Confederation by giving immediate notice in writing to the Secretary provided that he pays at the time of giving notice any unpaid subscription levy or contribution owing and due from that Member up to the date of the notice and a proportion of subscriptions and levies due in respect of the financial year in which the notice is given pro rata to the period from commencement of such year until the date of the notice PROVIDED THAT if such Member shall have guaranteed to pay any subscription, levy or contribution in respect of any period after the date of the notice he shall ensure that all such guaranteed subscriptions levies and contributions shall be paid when he gives notice.
16. Upon the withdrawal of any Member by notice as stated in Articles 14 and 15 the member shall not be entitled under any conditions to any repayment of any subscription or levy or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.

* Adopted by Special Resolution dated 24 November 1992.

17. Any Member may be removed from the Confederation by a resolution of the Council passed by a majority of at least three-fourths of the Members of Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a Member being removed, the Council shall except in the circumstances of Article 19(d) return the due proportion of such Member's current subscription having regard to the unexpired portion for which it is paid.
18. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Confederation to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for Membership.

DUTIES OF MEMBERS

19. Every Member of the Confederation shall be bound:
 - (a) To pay to the Confederation such entrance fee (if any) and such annual subscription and/or levy as shall from time to time be set by the Council in accordance with Article 30(3). All entrance fees and subscriptions shall be paid at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Confederation in force at the date of such payments.
 - (b) To observe the provisions of these presents and of the Memorandum of Association and all the bye-laws, rules and regulations of the Confederation for the time being in force.
 - (c) To pay and make good to the Confederation any loss or damage which the Confederation may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Confederation.

- (d) To treat and to require his employees to treat all information obtained by virtue of Membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Confederation without the written consent of Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 17 to remove from the Confederation the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 17, not release such Member from the liability to pay the full amount of the subscriptions or contributions which he shall have undertaken to pay.

As a condition of Membership a Member or person claiming under a Member shall have no right or claim against the Confederation or any of its officers or servants for loss or damage to person or property resulting from any statement, opinion or advice given by or on behalf of the Confederation.

COUNCIL OF CONFEDERATION

20. The business of the Confederation shall be managed by a Council.
21. Unless and until otherwise determined by the Confederation in General Meeting, the Council shall consist of not less than 15 persons and shall include:
- (a) the following Officers, ex-officio
 - (i) The President
 - (ii) The Deputy President
 - (iii) up to a maximum of five Vice-Presidents
 - (b) up to 21 other persons, each of whom shall be proposed by one of the Interest Groups approved by the Council under sub-Article 30(6), provided that no Interest Group may propose for election more persons than the maximum number agreed by the Council, and
 - (c) up to three other persons
22. Unless and until otherwise determined by the Confederation in General Meeting all Officers and Members of the Council shall, save as otherwise provided in the Articles be elected by the Confederation in General Meeting and shall be Qualified Persons (as hereinafter defined) duly elected. For the purposes of this Article and Articles 26 27 and 30 hereof a Qualified Person shall mean a person who is either

- (i) a Full Member of the Confederation; or
 - (ii) a Director of a corporation which is a Full Member of the Confederation and who is that Corporation's representative nominated under Article 10 hereof; or
 - (iii) a Director (not being the Corporation's representative) or an employee of a Corporation which is a Full Member provided that such Director or employee has by resolution of the Council been expressly approved as being eligible for membership of the Council which approval the Council shall be entitled to grant or withhold at its absolute discretion.
23. The Confederation in General Meeting may appoint one President, one Deputy President and up to five Vice-Presidents. The President and Deputy President shall serve a term of one year. The Vice-Presidents for the time being shall retire at each Annual General Meeting of the Confederation but shall be eligible for re-election.
24. No person other than a Member of the Council retiring at an Annual General Meeting shall unless recommended by the Council be eligible for election to the Council at any General Meeting unless not less than three nor more than twenty-one days before the date fixed for the meeting there shall have been left at the registered office of the Confederation a Notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also Notice in writing signed by that person of his willingness to be elected.
25. At the Annual General Meeting in each year one-third of the elected Members of the Council shall retire or if their number is not a multiple of three then the number nearest to one-third shall retire. The Members of Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became Members of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. All elected Members of Council so retiring shall be deemed to be eligible for re-election.
26. The office of a Member of the Council shall be vacated:
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (b) If he is found lunatic or becomes of unsound mind.
 - (c) If by notice in writing to the Council he resigns his office.

- (d) If he be called upon in writing by at least three-fourths of all the other Members of the Council for the time being to resign office.
 - (e) If being an elected Member of Council Of a Member of Council appointed under Article 27 he ceases to be a Qualified Person.
 - (f) If by virtue of Section 243 of the Act he ceases to be capable of being appointed a director of a company.
 - (g) If he becomes prohibited from being a Member of the Council by reason of any order made under the Insolvency Act 1986.
 - (h) If he be absent from the meetings of the Council for more than six consecutive meetings without the consent of the council.
27. Subject as aforesaid the Council shall be entitled to appoint a Qualified Person as a Member of the Council to fill a casual vacancy, howsoever caused, amongst the elected Members of Council. The person so appointed shall (subject to Article 26) hold office until the Annual General Meeting next after his appointment, and shall then be eligible for election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.
28. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst Members of the Council, but if the number of the Members of the Council shall be or be reduced to less than fifteen the continuing Members of the Council may act for the purposes only of filling vacancies in the elected Members of the Council or summoning a General Meeting of the Confederation.
29. The Confederation may by ordinary resolution of which special notice has been given in accordance with Section 349 of the Act, remove any Member of the Council from office pursuant to section 303 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Confederation and such Member of the Council.

POWERS OF THE COUNCIL

30 (1) General Powers

The Council shall have sole control in regard to all matters relating to the Management and organisation of the Confederation. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Confederation and are not hereby or by statute expressly

directed or required to be exercised or done by the Confederation in General Meeting, but subject nevertheless to the provisions of any Acts of Parliament for the time being in force and of the Articles.

30 (2) Delegated Powers

Without prejudice to the general powers conferred by sub-Article 30(1) and the other powers conferred by these Articles, it is expressly declared that the Council shall have the power to delegate any of their powers (other than their powers under Article 17) to committees, and to make and impose upon such committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such committee shall have any effect or validity unless (a) a majority of the Members present and entitled to vote are elected Members of the Council, or (b) such a resolution is confirmed by the Council.

30 (3) Subscriptions

The Council shall have the power to set subscriptions, levies or other contributions to the expenses of the Confederation in accordance with such regulations governing the manner of calculation as shall be agreed by the Members in General Meeting.

30 (4) Finance and General Purposes Committee

The Council shall set up a Finance and General Purposes Committee with responsibilities which shall include the review of annual budgets and plans, the control of expenditure and matters concerning the appointment of senior staff of the Confederation. The Chairman of the Finance and General Purposes Committee shall be a Member of the Council and every Member shall be a Qualified Person. The Chairman of the Research Steering Committee shall be entitled ex-officio to be a Member of the Finance and General Purposes Committee

30 (5) Research Steering Committee

The Council shall set up a Research Steering Committee with responsibilities which shall include the supervision of the Confederation's scientific research, research policy and objectives; recommendations on the appointment of senior research staff shall be made by the Research Steering Committee to the Finance and General Purposes Committee. The Chairman of the Research Steering Committee shall be a Member of the Council. The Chairman of the Finance and General Purposes Committee shall be entitled ex-officio to be a Member of the Research Steering Committee.

30 (6) Interest Groups

The Council may approve the formation or dissolution of one or more Interest Groups consisting of Members of the Confederation, (each Interest Group having a common interest whether in the nature of the product manufactured or conduct of research or otherwise) and the Council may determine the qualification necessary for, and the rights and obligation resulting from membership of each Interest Group.

PROCEEDINGS OF THE COUNCIL

31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five elected Members of the Council shall be a quorum.
32. The President shall be Chairman of meetings of the Council, or, in his absence, the Deputy President. If neither the President nor the Deputy President be present at the commencement of any meeting of the Council, the Members of the Council shall select a Chairman for that meeting from those present.
33. The President or any three Members of the Council may at any time, and the Secretary upon the request of the President or any three Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of three Members of the Council the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of Members of the Council present at such meeting. In the event of the votes being equally divided the President shall have a casting vote in addition to the vote to which he is entitled as a Member of the Council.
34. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Confederation for the time being vested in or exercisable by the Council.
35. The meetings and proceedings of any Committee appointed by the Council shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council.

36. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee or person acting as foresaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council or of such Committee.
37. A resolution in writing, other than that for the removal of a Member from the Confederation, signed by all the Members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

MINUTES

38. The Council shall cause minutes to be duly entered in books provided for the purpose:-
- (a) Of all appointments of officers;
 - (b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;
 - (c) Of all orders made by the Council and Committees of the Council;
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.
39. Any such minutes of any meeting of the Council or of any Committee, or of the Confederation, if purporting to be signed by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

DIRECTOR GENERAL and RESEARCH DIRECTOR

40. There shall be at all times a Director-General who shall be appointed by the Council and entrusted with the general direction and supervision of the work and staff of the Confederation.
41. There shall be at all times a Research Director or other responsible technical officer who shall be appointed by the Council and shall be responsible to the Director-General for the direction and supervision of all research and other scientific and technological work carried out by the Confederation and of all staff directly involved in such work.

RESEARCH

42. No Member of the Confederation shall be entitled to require discovery of or any information respecting any research work, or make use of any such information except in strict accordance with the rules and regulations made by the Council.
43. Every Member of the Council, and of its Committees, shall sign an undertaking to observe a strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge while occupying such office as aforesaid, and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained, or put into operation any invention or process of which he shall have obtained knowledge as aforesaid, except, as regards a Member of the Confederation, to the extent to which, and as and when he shall be entitled so to do in common with other members of the Confederation in strict accordance with the rules and regulations made by the Council as provided by these presents.
44. Nothing in articles 42 and 43 shall prevent discussion, disclosure or publication as between Members of the Council or any Committee of the Council and of the Confederation or its officers relating to researches undertaken or proposed to be undertaken by the Confederation subject to any rules and regulations which may be from time to time made by the Council with regard thereto, or prevent the use of any information obtained in the ordinary course of his own business by any Member of the Council or of the Confederation or the continued use of any process already employed in such business though research may subsequently bring such process to the knowledge of the Confederation.
45. Every responsible employee of the Confederation shall sign an undertaking to observe strict secrecy respecting the progress and results of all researches of which he shall obtain knowledge in exercise of his duties and not then or at any time afterwards to use or otherwise take advantage of special knowledge so obtained or put into operation any invention or process of which he shall have obtained knowledge as aforesaid and shall contract in writing that he will in consideration of his employment hold exclusively for the benefit of and assign to the Confederation at the cost of the Confederation all rights and ownership in any discoveries, inventions, designs or other results arising in the course of such employment upon research or other scientific or technological work.

SECRETARY

46. There shall at all times be a Secretary appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be

removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed.

SEAL

47. The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Council or a Committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETINGS

48. The Confederation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Confederation and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
49. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
50. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Member of the Council or any two Full Members of the Confederation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Council, and to be held at a reasonable time and place.
51. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Confederation other than an Annual General or a General Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Confederation in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Confederation.

Provided that a General Meeting of the Confederation shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) In the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority, together representing not less than ninety-five per centum of the total voting rights at that Meeting of all the members.
52. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

53. The business of an Annual General Meeting shall be:-
- (a) To receive and consider the income and expenditure accounts, the balance sheets, group accounts (if any) and the reports of the Council and the Auditors.
 - (b) To elect Members of the Council and other officers in the place of those retiring.
 - (c) To appoint Auditors and fix their remuneration.
 - (d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

54. Every General Meeting of the Confederation shall be presided over by the President, or in his absence the Deputy President, and in the absence of both the Meeting shall elect a Chairman from the Members of the Council then present or if none be present from the Full Members of the Confederation.
55. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven Full Members present in person shall be a quorum. For the purposes of these presents a Full Member being a corporation present by its representative shall be deemed to be present in person.

56. If a quorum is not present within half an hour from the time appointed for a General Meeting, then if convened upon such requisition as aforesaid, the Meeting shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Full Members who are present shall be a quorum and may transact business for which the Meeting was called.
57. The Chairman may, with the consent of the General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
58. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) By the Chairman; or
 - (b) By at least three Full Members present in person or by proxy; or
 - (c) By any Full Member or Full Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Confederation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in Article 61, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

60. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a Full Member.
61. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
62. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
63. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

64. Subject to Article 65 on a show of hands any Full member present in person shall have one vote and no more and on a poll every Full Member present in person or by proxy shall have one vote for each £100 or part of £100 in excess of £100 paid by them by way of annual subscription, excluding any levy or other contribution, which may be payable, in the preceding financial year or, in the case of new Full Members, the current financial year of the Confederation.
65. No Full Member shall be entitled to vote if payment of his subscription is in arrear for a period of three months from its due date.
66. On a poll votes may be given either personally or by proxy.
67. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be a Full Member of the Confederation.
68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding

the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

69. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

THE BRITISH GLASS MANUFACTURERS CONFEDERATION

"I.....of.....in the County
of.....being a Full Member of
the above named Confederation hereby appoint
.....of.....
or failing him.....of.....
as proxy to vote for me on my behalf at the [Annual or
Extraordinary or adjourned as the case may be] General
Meeting of the Confederation to be held on the
.....day.....of 19...
and at any adjournment thereof.

Signed thisday of19...

This form is to be used in favour* of the resolution.
against*

Unless otherwise instructed the proxy will vote as he
thinks fit.

*Strike out whichever is not desired.

70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Confederation at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

ACCOUNTS

72. The Council shall in accordance with the requirements of the Act cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Confederation and the matters in respect of which the receipts and expenditure take place;
 - (b) All sales and purchases of goods by the Confederation;
 - (c) All assets and liabilities of the Confederation.
73. The books of account shall be kept at the office or subject to Section 222 of the Act at such other place or places as the Council think fit, and shall at all times be open to inspection by Members of the Council.
74. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Confederation or any of them shall be open to the inspection of the Member.
75. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Confederation in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
76. A copy of every account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Confederation in General Meeting together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the Meeting be sent to every Member, and every holder of debentures, of the Confederation. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Confederation is not aware or to more than one of the joint holders of any debentures.

AUDIT

77. Once at least in every year the accounts of the Confederation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
78. Auditors shall be appointed and their duties regulated in accordance with the Act.
79. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Confederation, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Confederation in General Meeting, and shall be open to inspection by any Member.

NOTICES

80. A notice may be given by the Confederation to any Member either personally or by sending it by post to him at his registered address, or at the address, if any, supplied by him to the Confederation for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of 48 hours after the letter is put into the post as a pre-paid letter.
81. The signature to any notice to be given by the Confederation may be written or printed.
82. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Confederation.
83. Every notice or application to the Council or the Secretary or the Confederation, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day excepting Saturday, or be forwarded to him at such office by post pre-paid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

84. Every Member of the Council, Director General, Research Director, Manager, Secretary and other officer or servant of the Confederation shall be indemnified by the Confederation against, and it shall be the duty of the Council out of funds of the Confederation to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ARBITRATION

85. If and whenever any difference shall arise between the Confederation and any of the Members touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done or to be made or done or admitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act or either of them, such difference shall

be forthwith referred to two Arbitrators - one to be appointed by each party in difference - or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the Arbitration Acts 1950, 1979 and 1985.

WINDING UP

86. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Confederation shall have the same validity and effect as if they were repeated in these Articles.