

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
CONFEDERATION OF BRITISH METALFORMING**

Company Number: 03597887

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1. In these Articles, unless the context requires otherwise:

Affiliate Member shall mean any individual whose professional skills and activities are allied to the Industry and who is admitted to Affiliate Membership of the Confederation pursuant to Articles 38.2 to 38.4;

Affiliate Membership shall mean membership of the Confederation by virtue of being an Affiliate Member;

Annual General Meeting means a general meeting of the Confederation held in accordance with Article 45.2;

appointor has the meaning given to that term in Article 28.1;

Articles means the Confederation's articles of association for the time being in force;

Associate Member shall mean any individual, firm, company or other body admitted to the Associate Membership of the Confederation pursuant to Articles 36.2 to 36.4;

Associate Membership shall mean membership of the Confederation by virtue of being an Associate Member;

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

CA 2006 means the Companies Act 2006;

chairman has the meaning given to that term in Article 14.2;

chairman of the meeting has the meaning given to that term in Article 48;

Chief Executive means the Chief Executive of the Confederation from time to time in accordance with Article 34.2;

Clear Days means (in relation to the period of a notice) 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;

Companies Acts means the Companies Acts (as defined in section 2 of CA 2006), in so far as they apply to the Confederation;

Confederation means the company, being the Confederation of British Metalforming;

Conflict has the meaning given to that term in Article 17.2;

conflicted director means a director who has, or could have, a Conflict in a situation involving the Confederation and consequently whose vote is not to be counted in respect of any resolution to authorise such Conflict and who is not to be counted as participating in the quorum for the meeting (or part of the meeting) at which such resolution is to be voted upon;

Conjoint Membership has the meaning set out in Article 39;

corporate representative has the meaning given to that term in Article 56;

director means a director of the Confederation, and includes any person occupying the position of director, by whatever name called;

document includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form has the meaning given to that term in section 1168 of CA 2006;

Executive means the board of directors of the Confederation;

Ex-officio has the meaning given in Article 34.1 and more particularly the second sentence of that Article;

Full Member shall mean any individual firm company or other body carrying on the manufacture of metalformed products in the UK admitted to Full Membership of the Confederation pursuant to Articles 35.2 to 35.4;

Full Membership shall mean membership of the Confederation by virtue of being a Full Member;

general meeting means any general meeting held by the Confederation, including Annual General Meetings;

hard copy form has the meaning given to that term in section 1168 of CA 2006;

Immediate Past President shall mean any former President remaining in office as Immediate Past President at the invitation of the Executive (acting by Majority) for a period of up to twelve months following expiry of his presidency in accordance with Article 32.6;

Industry means the manufacture and/or supply of products produced by the metalforming process;

instrument means a document in hard copy form;

Member has the meaning given to that term in section 112 of CA 2006 and shall include Affiliate Members, Associate Members, Full Members and Overseas Associate Members;

Model Articles means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles;

non-conflicted director means any director who is not a conflicted director;

ordinary resolution has the meaning given to that term in section 282 of CA 2006;

Observer shall mean any person appointed by the Executive as an Observer in accordance with Article 33;

Overseas Associate Member shall mean any individual firm company or other body admitted to Overseas Associate Membership of the Confederation pursuant to Articles 37.2 to 37.4;

Overseas Associate Membership shall mean membership of the Confederation by virtue of being an Overseas Associate Member;

participate, in relation to a directors' meeting, has the meaning given to that term in Article 13;

President means the president of the Confederation appointed in accordance with Article 32;

proxy notice has the meaning given to that term in Article 54.2;

proxy notification address has the meaning given to that term in Article 55.1;

relevant officer has the meaning given to that term in Articles 63.3.2 or 64.2.1, as the case may be;

relevant loss has the meaning given to that term in Article 64.2.2;

Relevant Sector shall mean any of the four sectors as set out in Article 20.2;

special resolution has the meaning given to that term in section 283 of CA 2006;

Sponsor has the meaning set out in Article 24.1 and shall include any successor organisation in accordance with Article 22.1;

subsidiary has the meaning given to that term in section 1159 of CA 2006;

United Kingdom means Great Britain and Northern Ireland;

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in CA 2006 as in force on the date when these Articles become binding on the Confederation shall have the same meanings in these Articles.

- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time and shall include any orders, regulations or subordinate legislation from time to time made under it and any amendment or re-enactment of it or any such orders, regulations or subordinate legislation for the time being in force.
- 1.5. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6. No regulations set out in any statute or in any statutory instrument or other subordinate legislation concerning companies, including but not limited to the Model Articles, shall apply to the Confederation, but the following shall be the articles of association of the Confederation.

2. Liability of Members

- 2.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Confederation in the event of it being wound up while he is a Member or within one year after he ceases to be a Member, for:
 - 2.1.1. payment of the Confederation's debts and liabilities contracted before he ceases to be a Member;
 - 2.1.2. payment of the costs, charges and expenses of winding up; and
 - 2.1.3. adjustment of the rights of the contributories among themselves.

PART 2

STATEMENT OF OBJECTS

3. Objects

- 3.1. The objects for which the Confederation is established ("Principal Objects") are:
 - 3.1.1. to act as the trade association for those individuals, firms, companies and other bodies involved in, concerned with or interested in the Industry;
 - 3.1.2. to take over the whole or any part or parts of the property and assets of and to undertake all or any of the liabilities of an unincorporated association known as Confederation of British Metalforming whose principal office is now situated at Birmingham Road, West Bromwich;
 - 3.1.3. to promote, encourage, assist and protect in every way possible the interests of the Industry and of Members of the Confederation;

- 3.1.4. to assist in the development and promotion of a strategic view of the Industry and to collect, disseminate and facilitate the exchange of technical, statistical or other information and data relating to the Industry and to provide an opportunity for the formation and exchange of views on any question connected with the Industry and to provide the Members of the Confederation with an opportunity for communication discussion and interchange of information to their mutual advantage;
- 3.1.5. to assist and promote trade and trading opportunities within the Industry for the Members of the Confederation and to provide support and assistance to Members to improve competitiveness within the Industry with a view to the attainment of world class levels of service within the Industry;
- 3.1.6. to formulate and establish or adopt model terms and conditions of business for the use of Members;
- 3.1.7. to represent, express and give effect to the majority opinion of the Members of the Confederation on commercial or mercantile matters of all kinds relating to the Industry;
- 3.1.8. to originate and promote improvements in the law for the benefit of Members and the Industry and to support or oppose alterations thereto and for such purposes as aforesaid to lobby, make representations and take such other steps and proceedings as may be deemed expedient including the promotion or opposition of bills in Parliament or other measures affecting Members;
- 3.1.9. to represent Members on questions affecting the Industry in negotiations with Government departments, the European Commission and all and any other regulatory bodies;
- 3.1.10. to promote good public relations and communications in connection with and throughout the Industry;
- 3.1.11. to print and publish or procure to be printed and published and to circulate or procure to be circulated such papers, periodicals, books, leaflets, circulars and other matters as may seem conducive to any of the objects of the Confederation;
- 3.1.12. to advise Members on legal, commercial or other matters which may affect the Industry;
- 3.1.13. to advise or to assist in procuring that advice is given to Members on request on any matter arising in the course of their business relating to the Industry and to render any assistance possible in the circumstances or procure that such assistance is rendered;
- 3.1.14. to encourage recruitment, training and education at all levels for the benefit of and throughout the Industry;
- 3.1.15. to encourage and promote the settlement of trade and other disputes by the use of experts or arbitrators and to act as or to nominate experts or

arbitrators in accordance with the relevant terms and conditions (if any) of any agreement between the parties to the dispute and if there are no such terms and conditions as aforesaid then on such terms and in such cases as may be expedient;

- 3.1.16. to co-operate with or assist any organisations with objects wholly or in part similar to those of the Confederation;
- 3.1.17. to consider all questions connected with any orders, rules, regulations which are now in force or which may from time to time be drawn up by the European Union (or any of its representative bodies), Parliament or any other national or international public body or authority relating to or in any way connected with the Industry;
- 3.1.18. to promote, support, manage and/or organise exhibits, seminars, displays, conferences or other similar activities relating to the Industry;
- 3.1.19. to promote and in every way encourage interest in making purchases from and sales opportunities for the Industry throughout the world;
- 3.1.20. to commission, engage, promote, procure and assist in research and development on any subject likely to be of interest to Members of the Confederation and to promote technology transfer throughout the Industry and to develop and promote good technical and business standards throughout the Industry;
- 3.1.21. to enter into agreements with any other bodies for the advancement of trade and business throughout the Industry and the protection of persons engaged in the Industry;
- 3.1.22. to subscribe to local and national charities and to grant donations for public purposes;
- 3.1.23. to provide such services to Members of the Confederation and to the businesses carried on by them as will benefit such Members and their respective businesses;
- 3.1.24. to encourage and promote individuals, persons, firms, companies and other bodies to become Members of the Confederation;
- 3.1.25. to promote, watch over and protect the home and overseas' trades of Members of the Confederation and to join in or assist in defending any prosecuting claims and proceedings against or by Members of the Confederation in circumstances where such joining in or assistance is in the opinion of the Executive conducive to the attainment of the objects of the Confederation;
- 3.1.26. to promote, procure and assist in improving the quality of manufacture throughout the Industry and the technical and general knowledge of persons engaged in the Industry and to institute and establish or join in instituting and establishing scholarships, grants, rewards and other benefactions to promote such objects;

- 3.1.27. to promote excellence in design and manufacture throughout the Industry and just and honourable practise in the conduct of business and the suppression of malpractices and so far as is lawful to initiate, conduct and join in initiating such proceedings both criminal and civil as the Executive may consider from time to time is conducive to attaining the objectives of the Confederation and to bear all the expenses thereof or in connection therewith either in whole or in part;
 - 3.1.28. to act as trustees, guarantors, agents and in such other capacity as may seem conducive to the attainment of any of the objects of the Confederation and either alone or with others and on such terms as may seem desirable;
 - 3.2. The objects set forth in each sub-Article of this Article 3 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-Article or from the name of the Confederation. None of each sub-Articles or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-Article, but the Confederation shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-Articles as if each sub-Article contained the objects of a separate company.
 - 3.3. In furtherance of the Principal Objects but not further or otherwise the Confederation shall have the following powers:
 - 3.3.1. to acquire with or without consideration any leasehold or freehold property, any legal or equitable estate or interest in land, any personal property and any rights, actions or privileges which the Confederation may from time to time determine and to construct, maintain, demolish, adapt or alter any buildings or other erections;
 - 3.3.2. to sell, lease, mortgage, develop, exchange, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Confederation;
 - 3.3.3. to purchase, rent, hire, lease or otherwise acquire plant, machinery and equipment including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for and take any licences required in connection with any such matters;
 - 3.3.4. to accept any gift of property whether subject to any special trust or not for any purpose within the Principal Objects;
 - 3.3.5. to take such steps by personal or written appeals, meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Confederation;
 - 3.3.6. to edit, print and publish any books, papers, newspapers, periodicals, circulars, articles and other matters to increase public knowledge of the Industry or any part of parts thereof and otherwise in furtherance of the Principal Objects;

- 3.3.7. to borrow and raise money and secure its repayment in any manner;
- 3.3.8. to invest the funds of the Confederation in or upon such investments, securities or property as may from time to time be thought fit;
- 3.3.9. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, bills of exchange and other instruments and to operate bank and savings accounts;
- 3.3.10. to undertake and execute any trusts (including equitable trusts) or any business which may seem conducive to any of the Principal Objects;
- 3.3.11. to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any Member);
- 3.3.12. to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of shares, stocks, debentures, bonds, obligations or securities issued or guaranteed by any company or other body constituted or carry on business in any part of the world;
- 3.3.13. to control, manage, finance, subsidise, co ordinate or otherwise assist any company or companies in which the Confederation has a direct or indirect financial interest; to provide secretarial, administrative, technical, commercial or other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect of any business or operations of or generally with respect to any such company or companies;
- 3.3.14. to establish and maintain a technical and/or historical museum and/or library open either to the Members of the Confederation and/or to the public;
- 3.3.15. to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Confederation or of undertaking any business or operations which may appear likely to benefit or assist the Confederation;
- 3.3.16. to employ and remunerate all such officers, consultants and employees as may be required for the purposes of the Confederation and to grant pensions, retirement and life assurance benefits to or for employees or former employees of the Confederation and to their dependants and to pay or subscribe to funds or schemes for the provision of pensions, retirement and life assurance benefits for employees of the Confederation and their dependants;
- 3.3.17. to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Confederation;
- 3.3.18. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Confederation is authorised to amalgamate;

- 3.3.19. to transfer all or any part of the property, assets, liabilities and engagements of the Confederation to any body with which the Confederation is authorised to amalgamate;
 - 3.3.20. to pay out of the funds of the Confederation the costs, charges and expenses of and incidental to the formation and incorporation of the Confederation;
 - 3.3.21. to pay the premiums in respect of any policy of insurance to indemnify the Members of the Executive and any employees of the Confederation against any liability for negligence, breach of duty or breach of trust occasioned through the execution of the duties of their office in good faith; and
 - 3.3.22. to do all such other lawful things as may be deemed incidental or conducive to the pursuit of or to the attainment of any of the Confederation's Objects.
- 3.4. The income and property of the Confederation shall be applied solely towards the promotion of its objects as set forth in this Article 3 and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Confederation, provided that nothing herein shall prevent any payment in good faith by the Confederation:
- 3.4.1. of reasonable and proper remuneration to any Member, officer or servant of the Confederation for any services rendered to the Confederation;
 - 3.4.2. of any interest on money lent by any Member of the Confederation or any director at a reasonable and proper rate;
 - 3.4.3. of reasonable and proper rent for premises demised or let by any Member of the Confederation or any director; and
 - 3.4.4. to any director of out-of-pocket expenses.
- 3.5. If upon the winding up or dissolution of the Confederation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Confederation, but shall be given or transferred to some other body or bodies (whether or not a Member of the Confederation) having objects similar to the objects of the Confederation and which shall prohibit the distribution of its or their income to its or their members, to an extent at least as great as is imposed on the Confederation under or by virtue of Article 3.4 hereof such body or bodies to be determined by the members of the Confederation in general meeting at or before the time of winding-up or dissolution and if and so far as effect cannot be given to such provision then to some other body the objects of which are charitable.

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

Subject to the Articles and to the applicable provisions for the time being of the Companies Acts, the directors are responsible for the management of the Confederation's business, for which purpose they may exercise all the powers of the Confederation.

5. Change of Confederation name

Without prejudice to the generality of Article 4, the directors may resolve in accordance with Article 9 to change the Confederation's name.

6. Members' reserve power

- 6.1. The Full Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 6.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

- 7.1. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
 - 7.1.1. to such person or committee;
 - 7.1.2. by such means (including by a power of attorney);
 - 7.1.3. to such an extent;
 - 7.1.4. in relation to such matters or territories; and
 - 7.1.5. on such terms and conditions;as they think fit.
- 7.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

- 8.1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 8.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 8.3. Where a provision of the Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated

by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

9.1. The general rule about decision-making by directors is that any decision of the directors must be taken as a majority decision at a meeting or as a directors' written resolution in accordance with Article 10 (Directors' written resolutions) or otherwise as a unanimous decision taken in accordance with Article 11 (Unanimous decisions).

9.2. If:

9.2.1. the Confederation only has one director for the time being, and

9.2.2. no provision of the Articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

9.3. Subject to the Articles, each director participating in a directors' meeting has one vote.

10. Directors' written resolutions

10.1. Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors (including alternate directors).

10.2. If the Confederation has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors).

10.3. Notice of a proposed directors' written resolution must indicate:

10.3.1. the proposed resolution; and

10.3.2. the time by which it is proposed that the directors should adopt it.

10.4. A proposed directors' written resolution is adopted when a majority of the non-conflicted directors (or their alternates) have signed one or more copies of it, provided that those directors (or their alternates) would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting.

10.5. Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles.

11. Unanimous decisions

11.1. A decision of the directors is taken in accordance with this Article 11 when all non-conflicted directors indicate to each other by any means that they share a common view on a matter.

- 11.2. A decision may not be taken in accordance with this Article 11 if the non-conflicted directors would not have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting.
- 11.3. Once a directors' unanimous decision is taken in accordance with this Article 11 it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles.

12. Calling a directors' meeting

- 12.1. Subject to Article 12.2 meetings of the Executive shall be called at such time and place as may be determined by the Chief Executive PROVIDED THAT if the Chief Executive receives a written request from more than one third of the Full Members of the Executive requiring a meeting of the Executive to be convened and held the Chief Executive must procure such meeting to be held at a reasonable time and place for a date not later than twenty one clear days after the date of the requisition.
- 12.2. Notice of any directors' meeting must indicate:
 - 12.2.1. its proposed date and time;
 - 12.2.2. where it is to take place; and
 - 12.2.3. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3. Subject to Article 12.4, notice of a directors' meeting must be given to each director but need not be in writing.
- 12.4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Confederation prior to or up to and including not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13. Participation in directors' meetings

- 13.1. Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 13.1.1. the meeting has been called and takes place in accordance with the Articles, and
 - 13.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Chairing of directors' meetings

14.1. The President or in his absence such director as the directors present may appoint shall be chairman for that meeting of the Executive.

14.2. The person so appointed for the time being is known as the chairman.

15. Chairman's casting vote at directors' meetings

15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote.

15.2. Article 15.1 does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director chairing the meeting is a conflicted director for the purposes of that meeting (or that part of that meeting at which the proposal is voted upon).

16. Quorum for directors' meetings

16.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2. Subject to Article 16.3, the quorum for the transaction of the business of the directors may be fixed by the Executive and unless so fixed at any other number shall be the nearest whole number exceeding one half of the total number of the Executive. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business in these circumstances shall be one.

16.3. For the purposes of any meeting (or part of a meeting) held pursuant to Article 17 (Directors' conflicts of interests) to authorise a director's Conflict, if there is only one non-conflicted director in office in addition to the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one non-conflicted director.

17. Directors' conflicts of interests

17.1. For the purposes of this Article 17, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

17.2. The directors may, in accordance with the requirements set out in this Article 17, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of CA 2006 to avoid conflicts of interest (such matter being hereinafter referred to as a Conflict).

17.3. A director seeking authorisation in respect of a Conflict shall declare to the other directors the nature and extent of his interest in a Conflict as soon as is reasonably

practicable. The director shall provide the other directors with such details of the relevant matter as are necessary for the other directors to decide how to address the Conflict, together with such other information as may be requested by the other directors.

- 17.4. Any authorisation under this Article 17 will be effective only if:
- 17.4.1. the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
 - 17.4.2. any requirement as to the quorum at any meeting of the directors at which the matter is considered is met without counting the director in question and any other conflicted director(s); and
 - 17.4.3. the matter was agreed to without the director and any other conflicted director(s) voting or would have been agreed to if their votes had not been counted.
- 17.5. Any authorisation of a Conflict under this Article 17 may (whether at the time of giving the authorisation or subsequently):
- 17.5.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 17.5.2. be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; or
 - 17.5.3. be terminated or varied by the directors at any time.
- This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.
- 17.6. In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Confederation and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
- 17.6.1. disclose such information to the directors or to any director or other officer or employee of the Confederation; or
 - 17.6.2. use or apply any such information in performing his duties as a director, where to do so would amount to a breach of that confidence.
- 17.7. Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:
- 17.7.1. is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;

- 17.7.2. is not given any documents or other information relating to the Conflict;
 - 17.7.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.
- 17.8. Where the directors authorise a Conflict:
- 17.8.1. the director will be obliged to conduct himself in accordance with any terms, limits and/or conditions imposed by the directors in relation to the Conflict;
 - 17.8.2. the director will not infringe any duty he owes to the Confederation by virtue of sections 171 to 177 of CA 2006 provided he acts in accordance with such terms, limits and/or conditions (if any) as the directors impose in respect of its authorisation.
- 17.9. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Confederation for any remuneration, profit or other benefit which he receives as director or other officer or employee of the Confederation's subsidiaries or of any other body corporate in which the Confederation is interested or which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Confederation in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of CA 2006.
- 17.10. Subject to the applicable provisions for the time being of the Companies Acts and to any terms, limits and/or conditions imposed by the directors in accordance with Article 17.5.2, and provided that he has disclosed to the directors the nature and extent of any interest of his in accordance with the Companies Acts, a director notwithstanding his office:
- 17.10.1. may be a party to, or otherwise interested in, any contract, transaction or arrangement with the Confederation or in which the Confederation is otherwise interested;
 - 17.10.2. shall be counted as participating for voting and quorum purposes in any decision in connection with any proposed or existing transaction or arrangement with the Confederation, in which he is in any way directly or indirectly interested;
 - 17.10.3. may act by himself or his firm in a professional capacity for the Confederation (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 17.10.4. may be a director or other officer of, or employed by, or a party to any contract, transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Confederation or in which the Confederation is otherwise interested; and

17.10.5. shall not, by reason of his office, be accountable to the Confederation for any benefit which he (or anyone connected with him (as defined in section 252 of CA 2006) derives from any such office or employment or from any such contract, transaction or arrangement or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, nor shall the receipt of any such remuneration or benefit constitute a breach of his duty under section 176 of CA 2006.

17.11. For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

17.12. Subject to Article 17.13, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

17.13. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. Records of decisions to be kept

The directors must ensure that the Confederation keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. Directors' discretion to make further rules

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT AND TERMINATION OF APPOINTMENT OF DIRECTORS

20. Number of directors

20.1. From the date of the first Annual General Meeting following the adoption of these Articles, unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be subject to a maximum of eleven but shall not be less than three and shall be subject to the Relevant Sector restrictions as set out in Article 20.2.

20.2. There shall be reserved to each Relevant Sector such number of director appointments to the board from time to time (excluding the Chief Executive, President and any Immediate Past President) as are set out in the table below. The number of Sponsors of directors in each Relevant Sector from time to time shall not exceed the maximum number of places so allocated to that Relevant Sector.

Relevant Sector	Maximum number of places available on the board of directors
Sheet metal	4
Forging	2
Fastener	1
Associate	1

21. Eligibility for Office

- 21.1. Notwithstanding any other provision of these Articles, in order to be eligible for appointment (whether upon first appointment or otherwise) as a director (other than the Chief Executive, Past President and Immediate Past President), a candidate must be an employee, director, partner or member of a Member or an Associate Member or of a relevant group company of a Member or Associate Member and have a Sponsor from the Relevant Sector.
- 21.2. Any director who shall cease to satisfy the eligibility criteria set out in Article 21.1 during the term of his office shall notify the Executive in writing as soon as reasonably practicable and in any event within fourteen days of the occurrence of such an event. In the period of six months following such notification or the Executive becoming aware of such event (in the absence of such notification) the Executive may serve written notice upon such director forthwith terminating his office as director. For the avoidance of doubt notice may not be served terminating the office of director after the expiry of such six month period nor may such notice be served where the director has become an employee, director, partner or member of another Member or Associate Member or of a relevant group company of another Member or Associate Member provided that such Member or Associate Member is engaged in the same Relevant Sector as the original Sponsor.
- 21.3. A Member or an Associate Member may not act as Sponsor for more than one director from time to time.

22. Retirement of Directors

- 22.1. At every Annual General Meeting of the Confederation, two of the directors (excluding the Chief Executive) shall retire from office.
- 22.2. Any retiring director shall be eligible for re-election at the same or any other general meeting of the Confederation provided that a director (other than the Chief Executive) may not serve more than two consecutive periods of office.
- 22.3. The directors (other than the Chief Executive) as at the date of adoption of these Articles shall retire in the following order:

Relevant Sector	Annual General Meeting Cycle 1 2021	Annual General Meeting Cycle 2 2022	Annual General Meeting Cycle 3 2023	Annual General Meeting Cycle 4 2024	Annual General Meeting Cycle 1 2025
Sheet Metal Seat 1		x			
Sheet Metal Seat 2			x		
Sheet Metal Seat 3	x				x
Sheet Metal Seat 4				x	
Forging Seat 1		x			
Forging Seat 2	x				x
Fastener				x	
Associate			x		

22.4. Following the retirements by rotation referred to above in Article 22.3, retirements shall be rotated on a four year cycle, with a sheet metal retirement and a forging retirement in each year one of a cycle, a sheet metal retirement and an associate retirement in each year two of a cycle, a sheet metal retirement and a fastener retirement in each year three of a cycle and a sheet metal retirement and a forging retirement in each year four of a cycle. Within each Relevant Sector directors shall retire in order of seniority with the longest standing director from the Relevant Sector being the first to retire in each case. In a case of equal seniority in a Relevant Sector the order of retirement must be determined by lot.

23. Casual Vacancy

23.1. Any casual vacancy arising amongst the directors may be filled by the directors, provided that the relevant candidate satisfies the eligibility criteria set out in Articles 20.2 and 21.1 and there is delivered to the Executive a notice signed by the candidate and his Sponsor.

23.2. Any director (other than the Chief Executive) appointed to fill a casual vacancy shall retire at the date of retirement by rotation of the director who he is succeeding.

24. Appointment of Directors

The election of a director must take place in the following manner:

- 24.1. Subject to Article 20, any Full Member or Associate Member (Sponsor) may nominate any employee, director, partner or Member of such Member or Associate Member or of any relevant group company;
- 24.2. The name of each candidate nominated together with the name of his Sponsor must be sent in writing signed by the candidate and the Sponsor, to the Confederation at least 28 days before the Annual General Meeting.
- 24.3. A list of the candidate's names in alphabetical order with the name of the Sponsor shall be available for inspection at the registered office of the Confederation at least 14 days immediately preceding the Annual General Meeting and shall be available for inspection at the Annual General Meeting itself.
- 24.4. A balloting list shall be prepared containing the name of the candidates only in alphabetical order, the name of the relevant Sponsor shall be inserted alongside the name of the candidate and the balloting list shall be circulated with the notice of Annual General Meeting.
- 24.5. Each Full Member present in person or by proxy and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.
- 24.6. Candidates shall be elected on a first past the post system with the candidate or candidates achieving the highest number of votes being the elected candidate or candidates.
- 24.7. If insufficient candidates are nominated, the directors may fill any vacancy in accordance with Article 23.
- 24.8. If any candidate declines to serve after being elected, the candidate who has the next largest number of votes shall be deemed to be elected.
- 24.9. If two or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected.
- 24.10. If the number of candidates is less than or equal to the number of vacancies, the Full Members may appoint a director by way of a resolution.

25. Termination of director's appointment

- 25.1. A person ceases to be a director as soon as:
 - 25.1.1. that person ceases to be a director by virtue of any provision of CA 2006 or is prohibited from being a director by law;
 - 25.1.2. notice is served by the Executive pursuant to Article 21.2;

- 25.1.3. a bankruptcy order is made against that person;
- 25.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debt and the Confederation resolves that his office be vacated;
- 25.1.5. a registered medical practitioner who is treating that person gives a written opinion to the Confederation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 25.1.6. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 25.1.7. notification is received by the Confederation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 25.1.8. is directly or indirectly interested in any contract with the Confederation and fails to declare the nature and details of his interest; or
- 25.1.9. is convicted of a criminal offence which directly or indirectly adversely affects the reputation of the Confederation.

26. Directors' remuneration

- 26.1. No director other than the Chief Executive shall be entitled to any remuneration from the Confederation.
- 26.2. The Chief Executive's remuneration may:
 - 26.2.1. take any form, and
 - 26.2.2. include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 26.3. The Chief Executive's remuneration accrues from day to day.

27. Directors' expenses

- 27.1. The Confederation may pay any reasonable expenses which the directors (including alternate directors), the secretary (if any) or any Observers properly incur in connection with their attendance at:
 - 27.1.1. meetings of directors or committees of directors,
 - 27.1.2. general meetings, or
 - 27.1.3. separate meetings of the holders of any debentures of the Confederation,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Confederation.

ALTERNATE DIRECTORS

28. Appointment and removal of alternate directors

28.1. Any director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

28.1.1. exercise that director's powers; and

28.1.2. carry out that director's responsibilities,

28.1.3. in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

28.2. Any appointment or removal of an alternate must be effected by notice in writing to the Confederation signed by the appointor, or in any other manner approved by the directors.

28.3. The notice must:

28.3.1. identify the proposed alternate; and

28.3.2. in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

29. Rights and responsibilities of alternate directors

29.1. An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

29.2. Except as the Articles specify otherwise, alternate directors:

29.2.1. are deemed for all purposes to be directors;

29.2.2. are liable for their own acts and omissions;

29.2.3. are subject to the same restrictions as their appointors (including those set out in sections 172 to 177 CA 2006 inclusive and Article 17); and

29.2.4. are not deemed to be agents of or for their appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

29.3. A person who is an alternate director but not a director:

29.3.1. may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating and

provided that no alternate may be counted as more than one director for these purposes);

29.3.2. may participate in a unanimous decision of the directors (but only if his appointor does not participate); and

29.3.3. may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

29.4. A director who is also an alternate director is entitled, in the absence of any of his appointors, to a separate vote on behalf of that appointor, in addition to his own vote on any decision of the directors but he shall count as only one for the purpose of determining whether a quorum is present.

29.5. An alternate director is not entitled to receive any remuneration from the Confederation for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Confederation.

30. Termination of alternate directorship

An alternate director's appointment as an alternate for any appointor terminates:

30.1. when that appointor revokes the appointment by notice to the Confederation in writing specifying when it is to terminate;

30.2. when notification is received by the Confederation from the alternate that the alternate is resigning as alternate for that appointor and such resignation has taken effect in accordance with its terms;

30.3. on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to that appointor, would result in the termination of that appointor's appointment as a director;

30.4. on the death of that appointor; or

30.5. when the alternate's appointor's appointment as a director terminates.

SECRETARY AND OTHER OFFICERS

31. Appointment and removal of secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration, and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

32. President

32.1. The President of the Confederation as at the date of adoption of these Articles is Stephen Morley.

- 32.2. The office of President shall be vacated as soon as:
- 32.2.1. notice is served by the Executive (acting by majority) terminating the presidency of the President;
 - 32.2.2. notification is received by the Confederation from the President that the President is resigning his presidency, and such resignation has taken effect in accordance with its terms; or
 - 32.2.3. the President ceases to be a director of the Confederation, however caused.
- 32.3. In the event of a casual vacancy arising for the office of President, the Executive may appoint from amongst the directors a person as President.
- 32.4. For the avoidance of doubt a person shall not be required to retire his office as director solely by reason of vacation of his office as President.
- 32.5. The Chief Executive shall not fulfil the role of President also.
- 32.6. Where a person vacates the office of President, such person may, at the invitation of the Executive (acting by majority), and provided that he shall remain as a director, occupy the office of Immediate Past President for a period of up to twelve months following expiry of his presidency or such shorter period as the Executive may specify and upon the expiry of such period his office as Immediate Past President shall expire and he shall thereupon cease to be a director.

33. Observers

The Executive shall have the right to nominate any person or persons as an observer to attend such meetings of the Executive or meetings of any committee of the Executive or part of any such meeting as the Executive or committee of the Executive shall deem appropriate. Any such Observer shall be entitled to such papers as the Executive considers appropriate in connection with his role as Observer and shall be entitled to attend and speak at the relevant meeting or proportion of the meeting but shall not be entitled to vote.

34. Chief Executive

- 34.1. The Chief Executive shall be an ex officio director of the Confederation. Accordingly the Chief Executive shall not be required to satisfy the eligibility criteria set out in Article 21, undertake the appointment process set out in Article 24 or be subject to retirement by rotation in accordance with Article 22.
- 34.2. The Chief Executive shall be appointed from time to time by the Executive and shall become a director at the time of appointment as Chief Executive and shall cease to be a director when he ceases to be Chief Executive or in accordance with Article 25.1 (other than Article 25.1.2).

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

35. Full Membership

- 35.1. The Full Members of the Confederation shall consist of such Full Members as are registered in the register of members of the Confederation as Full Members from time to time.
- 35.2. No person shall be eligible to become a Full Member unless it shall be engaged in the Industry.
- 35.3. Following submission of an application for Full Membership in such form as the Executive may from time to time require by a person satisfying the eligibility criteria set out in Article 35.2, notice of such application shall be promptly given by the Confederation to the existing Full Members for comment or objection and the Full Members may make comment or objection within twenty one days of such notice.
- 35.4. Admission of any person to Full Membership shall be at the sole discretion of the Executive provided that if four or more objections to Membership are received from existing Full Members in relation to any application the Executive shall in due course publish its reasons for accepting or declining the application to the applicant and each of the existing Full Members.
- 35.5. A Full Member shall pay such annual subscription fee as may be prescribed by the Executive from time to time and payment of the first annual subscription fee shall be made at the same time as application for Membership. In the event that the Executive declines any application for Full Membership, the Confederation will reimburse any fees paid to it by such prospective Full Member at the time that notification of decline of Full Membership is made to such applicant.
- 35.6. Save as otherwise required by the Executive from time to time and provided in Article 35.5, where a Full Member has set up a standing order to pay the Confederation in 12 equal instalments, such payment shall be received by the Confederation on the 25th day of each month, and otherwise annual subscriptions for Full Membership shall be paid to the Confederation on or before 31 January in each year.
- 35.7. A Full Member shall be entitled to vote at general meetings whether in person or by proxy provided that the voting rights of any Full Member shall be suspended at any general meeting if any annual subscription fees payable by such Full Member are in arrears on the date forty eight hours before the meeting in question.

36. Associate Membership

- 36.1. The Associate Members of the Confederation shall consist of such Associate Members as are registered in the register of members of the Confederation as Associate Members from time to time.
- 36.2. No person shall be eligible to become an Associate Member unless it is carrying on a business which in the opinion of the Executive is allied to the Industry in

circumstances where in the opinion of the Executive it is not entitled to Full Membership.

- 36.3. Following submission of an application for Associate Membership in such form as the Executive may from time to time require by a person satisfying the eligibility criteria set out in Article 36.2, notice of such application shall be promptly given by the Confederation to the existing Full Members for comment or objection and the Full Members may make comment or objection within twenty one days of such notice.
- 36.4. Admission of any person to Associate Membership shall be at the sole discretion of the Executive provided that if four or more objections to Membership are received from existing Full Members in relation to any application the Executive shall in due course publish its reasons for accepting or declining the application to the applicant and each of the existing Full Members.
- 36.5. An Associate Member shall pay such annual subscription fee as may be prescribed by the Executive from time to time and payment of the first annual subscription fee shall be made at the same time as application for Membership. In the event that the Executive declines any application for Associate Membership, the Confederation will reimburse any fees paid to it by such prospective Associate Member at the time that notification of decline of Associate Membership is made to such applicant.
- 36.6. Save as otherwise required by the Executive from time to time and provided in Article 36.5, where an Associate Member has set up a standing order to pay the Confederation in 12 equal instalments, such payment shall be received by the Confederation on the 25th day of each month, and otherwise annual subscriptions for Associate Membership shall be paid to the Confederation on or before 31 January in each year.
- 36.7. An Associate Member shall not be entitled to any voting rights in his capacity as a Member.

37. Overseas Associate Membership

- 37.1. The Overseas Associate Members of the Confederation shall consist of such Overseas Associate Members as are registered in the register of members of the Confederation as Overseas Associate Members from time to time.
- 37.2. No person shall be eligible to become an Overseas Associate Member unless it is carrying on a business outside the United Kingdom which in the opinion of the Executive is allied to the Industry in circumstances where in the opinion of the Executive it is not entitled to Full Membership.
- 37.3. Following submission of an application for Overseas Associate Membership in such form as the Executive may from time to time require by a person satisfying the eligibility criteria set out in Article 37.2, notice of such application shall be promptly given by the Confederation to the existing Full Members for comment or objection and the Full Members may make comment or objection within twenty one days of such notice.

- 37.4. Admission of any person to Overseas Associate Membership shall be at the sole discretion of the Executive provided that if four or more objections to Membership are received from existing Full Members in relation to any application the Executive shall in due course publish its reasons for accepting or declining the application to the applicant and each of the existing Overseas Associate Members.
- 37.5. An Overseas Associate Member shall pay such annual subscription fee as may be prescribed by the Executive from time to time and payment of the first annual subscription fee shall be made at the same time as application for Membership. In the event that the Executive declines any application for Overseas Associate Membership, the Confederation will reimburse any fees paid to it by such prospective Overseas Associate Member at the time that notification of decline of Overseas Associate Membership is made to such applicant.
- 37.6. Save as otherwise required by the Executive from time to time and provided in Article 37.5, where an Overseas Associate Member has set up a standing order to pay the Confederation in 12 equal instalments, such payment shall be received by the Confederation on the 25th day of each month, and otherwise annual subscriptions for Overseas Associate Membership shall be paid to the Confederation on or before 31 January in each year.
- 37.7. An Overseas Associate Member shall not be entitled to any voting rights in his capacity as a Member.

38. Affiliate Membership

- 38.1. The Affiliate Members of the Confederation shall consist of such Affiliate Members as are registered in the register of members of the Confederation as Affiliate Members from time to time.
- 38.2. No person shall be eligible to become an Affiliate Member unless it is carrying on a business of professional activity which is allied to the Industry in the opinion of the Executive and which is invited into and admitted into Affiliate Membership in the sole discretion of the Executive.
- 38.3. Following submission of an application for Affiliate Membership in such form as the Executive may from time to time require by a person satisfying the eligibility criteria set out in Article 38.2 and at the invitation of the Executive, notice of such application shall be promptly given by the Confederation to the existing Full Members for comment or objection and the Full Members may make comment or objection within twenty one days of such notice.
- 38.4. Admission of any person to Affiliate Membership shall be at the sole discretion of the Executive provided that if four or more objections to Membership are received from existing Full Members in relation to any application the Executive shall in due course publish its reasons for accepting or declining the application to the applicant and each of the existing Full Members.
- 38.5. An Affiliate Member shall not be entitled to any voting rights in his capacity as a Member.

39. Conjoint Membership

If a Member is in the same group of companies as another Member, all such Members within such group of companies shall be entitled to be described as a Conjoint Member and shall be entitled to such discounts and other benefits as the Executive may from time to time confer upon Conjoint Members.

40. Termination of Membership

- 40.1. Any Member may resign from the Confederation at the end of any financial year of the Confederation by giving to the Executive not less than six months before the end of such financial year notice in writing of its intention so to do. In such case Membership shall cease at the expiration of such financial year. If any notice is given by any Full Member or Associate Member after 1 July but before 31 December in any year, the subscription for the ensuing year shall not exceed the rate applicable to the year in the course of which notification of intention to resign was received.
- 40.2. A Member (of whatever category) shall cease to be a Member of the Confederation:
- 40.2.1. on the expiration of a validly served notice pursuant to clause 40.1;
 - 40.2.2. in the case of a Member who is an individual if he becomes bankrupt or of unsound mind;
 - 40.2.3. in the case of a Member who is a company or other corporate body if the Member shall go into voluntary or compulsory liquidation or shall be unable to pay its debts (within the meaning of Section 123 Insolvency Act 1986) or has a receiver, administrative receiver or receiver and manager appointed or if it makes any arrangement with its creditors;
 - 40.2.4. if the Member is no longer involved in concerned with or interested in the Industry or any activity which is allied to the Industry;
 - 40.2.5. if three months after being called upon to do so the Member shall fail to pay any instalment of any annual subscription or any other payments due from the Member to the Confederation;
 - 40.2.6. if a valid resolution of the Executive to remove such Member (in the sole discretion of the Executive and without having to give any reason therefor) is passed at a meeting convened on not less than fourteen clear days' notice.
- 40.3. Notwithstanding any termination of his membership no Member shall be entitled to any refund in respect of his Annual Subscription or any part of it paid in respect of the year in which his membership ceases.
- 40.4. Any category of Member whose membership ceases shall nevertheless remain liable to pay to the Confederation any monies which should have been paid up to the date of termination of membership. Termination of membership shall be without prejudice to the respective rights of the Confederation or the Member in respect of any antecedent claim or breach of obligation including the Confederation's right to take

all necessary and proper steps to enforce all such liabilities and to recover all such monies.

41. No Transferability

The rights of a Member shall not be transferable and in the case of an individual Member membership shall cease on his death.

42. Subscription Fees

Each Member of the Confederation shall pay an annual subscription to the funds of the Confederation. The amount of and the terms and conditions relating to such annual subscription shall be determined by the Executive who may specify different levels of subscription for different categories of Members or for different Members and may make provision enabling the annual subscription to be paid by instalments.

ORGANISATION OF GENERAL MEETINGS

43. Convening general meetings

- 43.1. The directors may call general meetings and, on the requisition of Full Members pursuant to the provisions of CA 2006 or Article 43.3 below, shall forthwith proceed to convene a general meeting in accordance with CA 2006. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the Members requisitioning the meeting (or any of them representing more than one half of the total voting rights of them all) may call a general meeting. If the Confederation has only a single Member, such Member shall be entitled at any time to call a general meeting.
- 43.2. The Confederation shall in each calendar year hold one general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify that meeting as its Annual General Meeting in the notices calling it; 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 in each year shall be held:
 - 43.2.1. at such time and place as the Executive shall appoint, but in any event prior to the end of April in each year; and
 - 43.2.2. at which there shall be laid the audited accounts of the Confederation for the preceding financial year and a report by the Executive as to the affairs of the Confederation for the past year and its current position shall be made; and
 - 43.2.3. at which, and where appropriate, any business or resolution proposed by a Member shall be considered, provided written particulars of such business or a copy of such resolution is submitted to the Executive on or before the previous 28 February so that notice thereof may be given in the notice convening the Annual General Meeting.
- 43.3. The directors shall on requisition made in writing by any three directors of the Confederation or by any fifteen or more Full Members immediately proceed to

convene a general meeting for a date not later than twenty one clear days' after the date of requisition. Any requisition made by directors or Full Members shall state the object of the meeting and the terms of any ordinary or special resolution to be proposed and shall be left at the registered office of the Confederation.

44. Notice of general meetings

44.1. General meetings (other than an adjourned meeting) shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Full Members having a right to attend and vote, being a majority who together represent not less than ninety per cent (90%) of the total voting rights at that meeting of all the Members.

44.2. The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.

44.3. Subject to the provisions of these Articles and to any restrictions imposed on Members, the notice shall be given to all Members and to the directors, alternate directors and the auditors for the time being of the Confederation.

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

44.5. For the avoidance of doubt all Members shall be entitled to receive notice of and to attend any general meeting but only Full Members shall be entitled to vote thereat.

45. Resolutions requiring special notice

45.1. If CA 2006 requires special notice to be given of a resolution, then the resolution will not be effective unless notice of the intention to propose it has been given to the Confederation at least twenty-eight Clear Days before the general meeting at which it is to be proposed.

45.2. Where practicable, the Confederation must give the Members notice of the resolution in the same manner and at the same time as it gives notice of the general meeting at which it is to be proposed. Where that is not practicable, the Confederation must give the Members at least fourteen Clear Days' before the relevant general meeting by advertisement in a newspaper with an appropriate circulation.

45.3. If, after notice to propose such a resolution has been given to the Confederation, a meeting is called for a date twenty-eight days or less after the notice has been given, the notice shall be deemed to have been properly given, even though it was not given within the time required by Article 45.1.

46. Attendance and speaking at general meetings

46.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

46.2. A person is able to exercise the right to vote at a general meeting when:

- 46.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 46.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 46.3. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 46.4. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 46.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

47. Quorum for general meetings

- 47.1. No business shall be transacted at any meeting unless a quorum is present. Subject to section 318(2) of CA 2006, twenty Full Members entitled to vote upon the business to be transacted present in person or by proxy shall be a quorum; provided that if the Confederation has only a single Full Member, the quorum shall be one such qualifying person.
- 47.2. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

48. Chairing general meetings

- 48.1. The President or in his absence the Vice President or the Immediate Past President shall preside as chairman at every general meeting of the Confederation.
- 48.2. If neither the President nor the Vice President nor the Immediate Past President shall be present within fifteen minutes after the time appointed for holding the meeting the Full Members present shall choose one of their number to be chairman.
- 48.3. The chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 48.4. A resolution put to the vote of a meeting shall be decided on a show of hands of Full Members unless before or on the declaration of the result of the show of hands a poll is demanded in accordance with Article 53.
- 48.5. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

48.6. On a show of hands the representative of every Full Member present in person or by duly authorised representative shall have one vote. On a poll the representative of every Full Member present in person or by proxy shall have one vote. In the case of an equality of votes the chairman shall have a second or casting vote.

49. Attendance and speaking by directors and non-Members

49.1. Directors may attend and speak at general meetings, whether or not they are Members.

49.2. The chairman of the meeting may permit other persons who are not:

49.2.1. Members of the Confederation, or

49.2.2. otherwise entitled to exercise the rights of Members in relation to general meetings,

to attend and speak at a general meeting.

50. Adjournment

50.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

50.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

50.2.1. the meeting consents to an adjournment, or

50.2.2. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

50.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

50.4. When adjourning a general meeting, the chairman of the meeting must:

50.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

50.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

50.5. If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Confederation must give at least seven Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

50.5.1. to the same persons to whom notice of the Confederation's general meetings is required to be given, and

50.5.2. containing the same information which such notice is required to contain.

50.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

51. Voting: general

51.1. A resolution put to the vote of a general meeting must be decided on a show of hands of Full Members unless a poll is duly demanded in accordance with the Articles. Subject to Article 51.5 and to any rights or restrictions to which Members are subject, on a show of hands, every Full Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative (unless the representative is himself a Full Member, in which case he shall have more than one vote) shall have one vote. A proxy shall not be entitled to vote on a show of hands.

51.2. No Member shall vote at any general meeting, either in person or by proxy, unless all monies presently payable by him to the Confederation have been paid.

51.3. In the case of joint Full Members the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint Members; and seniority shall be determined by the order in which the names of the Members stand in the register of Members.

51.4. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

51.5. Each Full Member, being a partnership, firm, company or association of firms may send one or more representatives being some partner member, director, officer or senior employee to represent and vote on behalf of such Full Member at any general meeting of the Confederation, but not more than one representative shall vote on behalf of such Full Member at any one such meeting nor shall more than one representative of any Member be entitled to speak at any general meeting.

51.6. Any representative before voting shall if required by the chairman produce such evidence as the chairman may reasonably require of his authority to act as such representative and vote.

52. Errors and disputes

52.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

52.2. Any such objection must be referred to the chairman of the meeting, whose decision is final.

53. Poll votes

53.1. On a poll every Full Member who (being an individual is present in person or by proxy) or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote.

53.2. A poll on a resolution may be demanded:

53.2.1. in advance of the general meeting where it is to be put to the vote, or

53.2.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

53.3. Subject to the provisions of the CA2006 a poll may be demanded:

53.3.1. by the President or the chairman of the meeting;

53.3.2. by at least five Full Members having the right to vote at the meeting.

53.4. A demand for a poll may be withdrawn if:

53.4.1. the poll has not yet been taken, and

53.4.2. the chairman of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

53.5. 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

53.6. 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.

53.7. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

54. Content of proxy notices

- 54.1. Subject to the provisions of these Articles, a Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and, in the case of a Full Member only, vote at a general meeting.
- 54.2. Proxies may only validly be appointed by a notice in writing (proxy notice) which:
- 54.2.1. states the name and address of the Member appointing the proxy;
 - 54.2.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 54.2.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 54.2.4. is delivered to the Confederation (marked for the attention of the Chief Executive) in accordance with the Articles and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate and received by the Confederation:
 - 54.2.4.1. subject to Articles 54.2.4.2 and 54.2.4.3 in the case of a general meeting or adjourned meeting, by midday on the day previous to the day on which the meeting or adjourned meeting is being held and at which the right to vote is to be exercised;
 - 54.2.4.2. in the case of a poll taken more than forty-eight hours after it is demanded, after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or
 - 54.2.4.3. where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, at the time at which the poll was demanded or twenty-four hours before the time appointed for the taking of the poll, whichever is the later,and a proxy notice which is not delivered and received in such manner shall be invalid.
- 54.3. The Confederation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 54.4. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions and the proxy is obliged to vote or abstain from voting in accordance with the specified instructions. However, the Confederation is not obliged to check whether a proxy votes or abstains from voting as he has been instructed and shall incur no liability for failing to do so. Failure by a proxy to vote or abstain from voting as instructed at a meeting shall not invalidate proceedings at that meeting.
- 54.5. Unless a proxy notice indicates otherwise, it must be treated as:
- 54.5.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

54.5.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

55. Delivery of proxy notices

55.1. Any notice of a general meeting must specify the address or addresses (proxy notification address) at which the Confederation or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

55.2. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Confederation by or on behalf of that person to a proxy notification address.

55.3. An appointment under a proxy notice may be revoked by delivering to the Confederation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

55.4. A notice revoking a proxy appointment only takes effect if it is received by the Confederation:

55.4.1. in the case of a general or adjourned meeting, by midday on the day previous to the day on which the meeting or adjourned meeting is being held and at which the right to vote is to be exercised;

55.4.2. in the case of a poll taken more than forty-eight hours after it was demanded, not less than twenty-four before the time appointed for the taking of the poll; or

55.4.3. in the case of a poll not taken forthwith but not more than forty-eight hours after it was demanded, at the time at which it was demanded or twenty-four hours before the time appointed for the taking of the poll, whichever is later,

and a notice which is not delivered and received in such manner shall be valid.

55.5. In calculating the periods referred to in Article 54 (Content of proxy notices) and this Article 55, no account shall be taken of any part of a day that is not a working day.

55.6. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

56. Representation of corporations at meetings

Subject to CA 2006, a company which is a Member may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative or representatives at a meeting of the Confederation (corporate representative). A director, secretary or other person authorised for the purpose by the directors may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

57. Amendments to resolutions

- 57.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 57.1.1. notice of the proposed amendment is given to the Confederation in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 57.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 57.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 57.2.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 57.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 57.3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

58. A resolution of the Full Members may be passed as a written resolution in accordance with chapter 2 of part 13 of CA 2006.

PART 5

MISCELLANEOUS PROVISIONS

COMMUNICATIONS

59. Means of communication to be used

- 59.1. Subject to the Articles, anything sent or supplied by or to the Confederation under the Articles may be sent or supplied in any way in which CA 2006 provides for documents or information which are authorised or required by any provision of CA 2006 to be sent or supplied by or to the Confederation.
- 59.2. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 59.2.1. If properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, forty-eight hours after it was posted;
 - 59.2.2. If properly addressed and delivered by hand, when it was given or left at the appropriate address;

- 59.2.3. If properly addressed and sent or supplied by electronic means forty-eight hours after the document or information was sent or supplied; and
- 59.2.4. If sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article 59.2, no account shall be taken of any part of a day that is not a working day.

- 59.3. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by CA 2006.
- 59.4. Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 59.5. A director may agree with the Confederation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight hours.
- 59.6. In the case of Conjoint Members, all notices or documents shall be given to the Conjoint Member whose name stands first in the register in respect of the joint holding. Notice so given shall be sufficient notice to all of the Conjoint Members. Where there are Conjoint Members, anything which needs to be agreed or specified in relation to any notice, document or other information to be sent or supplied to them can be agreed or specified by any one of the Conjoint Members. The agreement or specification of the Conjoint Member whose name stands first in the register will be accepted to the exclusion of the agreement or specification of any other Conjoint Member (s) whose name(s) stand later in the register.

ADMINISTRATIVE ARRANGEMENTS

60. Company seals

- 60.1. Any common seal may only be used by the authority of the directors.
- 60.2. The directors may decide by what means and in what form any common seal is to be used.
- 60.3. Unless otherwise decided by the directors, if the Confederation has a common seal and it is affixed to a document, the document must also be signed by either at least two authorised persons or at least one authorised person in the presence of a witness who attests the signature.
- 60.4. For the purposes of this Article, an authorised person is:
 - 60.4.1. any director of the Confederation;

- 60.4.2. the company secretary (if any); or
- 60.4.3. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

61. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Confederation, no person is entitled to inspect any of the Confederation's accounting or other records or documents merely by virtue of being a Member.

62. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Confederation or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Confederation or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

63. Indemnity

63.1. Subject to Article 63.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

63.1.1. each relevant officer shall be indemnified out of the Confederation's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

63.1.1.1. in the actual or purported execution and/or discharge of his duties, or in relation to them; and

63.1.1.2. in relation to the Confederation's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of CA 2006),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Confederation's (or any associated company's) affairs; and

63.1.2. the Confederation may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 64.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

63.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

63.3. In this Article 63:

63.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

63.3.2. a relevant officer means any director or alternate director or other officer or former director or other officer of the Confederation or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of CA 2006) and may, if the Full Members so decide, include any person engaged by the Confederation (or any associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

64. Insurance

64.1. The directors may decide to purchase and maintain insurance, at the expense of the Confederation, for the benefit of any relevant officer in respect of any relevant loss.

64.2. In this Article 64:

64.2.1. a **relevant officer** means any director or alternate director or other officer or former director or other officer of the Confederation or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of CA 2006);

64.2.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the Confederation, any associated company or any pension fund or employees' share scheme of the Confederation or associated company; and

64.2.3. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.