

No. 2446678

THE COMPANIES ACT 1985

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

MEMORANDUM

and

ARTICLES

of

ASSOCIATION

**CONFEDERATION
OF
AERIAL INDUSTRIES LIMITED**

Incorporated 27th November 1989

**Memorandum & Articles of Association amended at the
Confederation's EGM held on 26 February 2009 & at the AGMs held on
19 November 2009 & 19 November 2015**

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

**M E M O R A N D U M
O F
A S S O C I A T I O N
O F
C O N F E D E R A T I O N
o f
A E R I A L I N D U S T R I E S L I M I T E D**

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- 1 The name of the Company (hereinafter called 'the Confederation') is CONFEDERATION OF AERIAL INDUSTRIES LIMITED.
 - 2 The registered office of the Confederation will be situated in England.
 - 3 The objects for which the Confederation is established are:-
 - (a) To promote the consideration and discussion of all questions affecting and generally watch over, protect, and advance the interests of the trades of aerial and ancillary equipment manufacturers, wholesalers, retailers, installers and kindred trades (in this Memorandum called 'the said trades'), to promote efficiency in the said trades and to Members of the Confederation of the various branches of the said trades for the promotion of mutual interests.
 - (b) To consider, originate, promote and support improvements in any laws, Byelaws or regulations affecting the interests of the Confederation or the Members thereof, and to promote and support by all constitutional means the passage through Parliament of any Bill or Bills, by any competent authority in furtherance of the objects of the Confederation, and to resist and oppose alterations on any laws, Byelaws or regulations, and the enactment of laws, and the making of Byelaws and regulations which may seem, directly or indirectly, opposed to the said trades, or to the interests of the Confederation or any Members thereof.
 - (c) To confer with any government or authority, supreme, municipal, local or otherwise and other public bodies in regard to all matters affecting the Confederation or Members thereof, or the said trades and to represent the said trades on any committee whose deliberations and actions will affect the said trades.
 - (d) To arrange and promote the adoption of equitable form of contracts and other documents used in the said trades. To encourage and promote the settlement of disputes by conciliation or arbitration, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient and to form or to assist in the formation, development and maintenance of Boards of

Conciliation and Arbitration. To promote codes of practice and standards of business ethics for the said trades.

- (e) To execute any trusts which may be conducive to any of the objects of the Confederation.
 - (f) To diffuse among its Members information on all matters affecting the said trades or any trade connected therewith, and to print, publish, issue and circulate such codes of practice, papers, periodicals, books, circulars and pamphlets, and any other literary undertakings as may seem conducive to any of the objects of the Confederation.
 - (g) To borrow money or raise loans required for the purpose of the Confederation upon such securities as may be determined.
 - (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Confederation may think necessary or convenient for the purposes of its business and these objects.
 - (i) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or part of the property of the Confederation.
 - (j) To support and to diffuse information and fair principles of trading and discourage any forms of unfair competition as being opposed to individual interests and to the general well being of traders and the community at large.
 - (k) To create and foster goodwill, friendship and unity among Members of the Confederation by meetings, discussions, lectures, debates, conferences and other functions.
 - (l) To do all such lawful things as are incidental or conducive to the attainments of the above objects, provided that the Confederation shall not support with its funds or endeavour to procure the observance by its Members or others of any restrictions or regulations which if an object of the Confederation would make it a Trade Union.
 - (m) To propagate the general interest of the said trades by the full support of the Confederation. To further the pursuit of the said trades by supporting any approved Association, or Society by use of Confederation funds or action as deemed necessary by the joint Associations.
 - (n) To promote the membership to the industry's prospective customers.
- 4 The income and property of the Confederation whencesoever derived, shall be applied solely towards the promotion of the objects of the Confederation as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Confederation.
- To invest the moneys of the Confederation not immediately required for the purpose of the Confederation in or upon such securities or otherwise in such manner as may from time to time be determined.
- 5 The liability of the Members is limited.
- 6 Each Member of the Confederation undertakes to contribute to the assets of the Company if it should be wound up while he is a Member or within one year after he ceases to be a Member and then for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and to the costs, charges and expenses of

winding up and for the adjustment of the rights of the contributories among themselves, such sum as may be required, not exceeding the amount of the annual subscription in force at that time.

- 7 If upon the winding up or dissolution of the Confederation there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Confederation, but shall be given or transferred to some other federation of association having objects similar to the objects of the Confederation and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Confederation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Confederation at or before the time of dissolution.

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

Names, Addresses and Descriptions of Subscribers:-

A Demetriou, 15 Green Lane, Broxbourne, Herts
E J Walters, 34 Abbey Road, Port Talbot
S T Heard, Waddenham Road, London N7
D S Walker, 23 The Boundary, Langton Green, Tunbridge Wells, Kent
K Ashforth, 12 Radford Road, Selly Oak, Birmingham
F Garvin, 5 Dulwich Village, London SE21
J F Knight, 40 Larchwood, Thorley Park, Bishops Stortford, Herts
D L Hodges, 46 Pole Hill Road, Chingford, London E4

Signatures witnessed by:-

Tom Hall, 10 Avenue Road, Dorridge, Solihull, West Midlands

Dated this 18th day of July 1989

Witness to the above Signatures:-

Beverley Kay Allgood
27 Derwent Gardens
WEMBLEY
Middlesex
HA9 8SG

Secretary

THE COMPANIES ACTS 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

**Confederation
Of
Aerial Industries Limited**

PRELIMINARY

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

WORDS

MEANINGS

The Act:	The Companies Act 1985 where specific reference is made to a section of an act and the Companies Acts 1985 and 2006 and any other companies legislation from time to time in force where generic reference is made to the legislation.
These Presents:	These Articles of Association and the regulations of the Confederation from time to time in force.
The Confederation:	The above-named Company.
The Board:	The Board of Directors for the time being of the Confederation.
Office:	The Registered Office of the Confederation.
Person:	Includes a corporation.
Seal:	The Common Seal of the Confederation.
The said trades:	Has the same meaning as in the Memorandum of Association.
Month:	Calendar Month.
In Writing:	Written, printed, or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Rules, Regulations, Byelaws: All and any Rules and Regulations of the Confederation in force from time to time.

And words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2 For the purposes of registration, the number of the Members of the Confederation is declared not to exceed 2,000, but the number may be increased from time to time by Special Resolution.

3 The provisions of Section 191(7) and Sections 352 and 353 in the Act shall be observed by the Confederation and every prospective Member of the Confederation shall sign a written request to become a Member. By signing the application form of the Confederation the Member agrees to abide by the Confederation's Articles and Rules.

OBJECTS OF THE CONFEDERATION

4 The Confederation is established for the purposes expressed in the Memorandum of Association, and for any such purposes it may exercise all the powers conferred by Section 39 of the Act.

MEMBERS

5 The Subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership of the various classes defined from time to time by the Board of Directors in accordance with the provisions hereinafter contained and any regulations for the time being in force made under Article 63 hereof shall be Members of the Confederation. Membership shall be personal and not transferable, unless expressly approved by the Board in its absolute discretion, and shall cease on death or a Bankruptcy Order being made against an individual or if the Member shall be of unsound mind or if the Member shall cease trading whether as a result of insolvency or otherwise (for example in the case of voluntary dissolution).

FULL MEMBERS

6 (a) A Full Member of the Confederation shall be either an installer, manufacturer, distributor, retailer/rental company or a transmission platform operator in the said trades.

(b) Until otherwise defined by the Board of Directors, application for full membership shall be open to a bona fide person, firm or company in the said trades.

(c) A Full Member of the Confederation shall pay to the Confederation on election and thereafter an annual subscription of such a sum as shall be determined in General Meeting and such subscription shall be payable by the Full Member within one month of demand.

7 Every application for membership shall be in writing signed by the applicant in such form as the Board may from time to time determine. Each applicant must meet criteria determined by the Board of Directors from time to time.

8 Election to membership shall be made by the Board by way of a resolution approved by a majority of the Board Members who shall have full discretion to elect or refuse to elect an applicant into membership in accordance with Article 63(a).

9 Notice of election shall be sent to every applicant elected at the address mentioned in his application for membership.

10 If the conduct of any Member shall be such as, in the opinion of the Board, either renders such unfit to remain a Member of the Confederation or causes such membership to be undesirable or if the Member shall cease to be qualified under Article 6(a) hereof, the Board may, by a resolution passed at a meeting of the Board specially convened for the purpose at which such Member shall have been given a proper opportunity of being heard, expel such Member from the Confederation.

11 A Member may by notice in writing resign membership in accordance with the Byelaws from time to time determined by the Board, but shall be eligible for re-election.

CONSULTING MEMBERS

12 Until otherwise defined by the Board of Directors, the Board may admit as Consulting Members of the Confederation such bona fide persons not being qualified in accordance with the foregoing Articles but involved in an advisory capacity as they shall in their absolute discretion think fit subject to any regulations for the time being in force made under Article 63(a) hereafter. Every application shall be in writing signed by the applicant in such form as the Board may from time to time determine.

13 A Consulting Member shall not be entitled to Notices of General Meetings or to vote at General Meetings of the Confederation and shall only be entitled to such privileges and shall be subject to such conditions as the Board may from time to time determine.

14 A Consulting Member shall pay to the Confederation on his election and thereafter an annual subscription of such a sum as shall be determined in General Meeting within one month of demand.

15 Notice of election as a Consulting Member shall be sent to every applicant elected at the address mentioned in the application for membership.

16 If the conduct of any Consulting Member shall be such as, in the opinion of the Board, either renders such Member unfit to remain a Consulting Member of the Confederation or causes such membership to be undesirable, the Board may, by a resolution passed at a meeting of the Board specially convened for the purpose at which such Consulting Member shall have been given a proper opportunity of being heard, expel such Consulting Member from the Confederation.

17 A Consulting Member may by notice in writing resign membership in accordance with the Byelaws from time to time determined by the Board of Directors, but shall be eligible for re-election.

AFFILIATE MEMBERS

18 Until otherwise defined by the Board of Directors, the Board may admit as Affiliate Members of the Confederation such bona fide persons not being qualified in accordance with the foregoing Articles to include Broadcasters, Programme Providers, Satellite companies/organisations, advisory and regulatory bodies, as they shall in their absolute discretion think fit subject to any regulations for the time being in force made under Article 63(a) hereafter. Every application shall be in writing signed by the applicant in such form as the Board may from time to time determine.

- 19 An Affiliate Member shall not be entitled to Notices of General Meetings or to vote at General Meetings of the Confederation and shall only be entitled to such privileges and shall be subject to such conditions as the Board may from time to time determine.
- 20 An Affiliate Member shall pay to the Confederation on his election and thereafter an annual subscription of such a sum as shall be determined in General Meeting within one month of demand.
- 21 Notice of election as an Affiliate Member shall be sent to every applicant elected at the address mentioned in the application for membership.
- 22 If the conduct of any Affiliate Member shall be such as, in the opinion of the Board, either renders such Member unfit to remain an Affiliate Member of the Confederation or causes such membership to be undesirable, the Board may, by a resolution passed at a meeting of the Board specially convened for the purpose at which such Affiliate Member shall have been given a proper opportunity of being heard, expel such Affiliate Member from the Confederation.
- 23 An Affiliate Member may by notice in writing resign membership in accordance with the Byelaws from time to time determined by the Board of Directors but shall be eligible for re-election.

HONORARY MEMBERS

- 24 Until otherwise defined by the Board of Directors, the Board may grant Honorary Membership to such individuals as the Board shall determine.
- 25 Such honorary membership may be accompanied by the appointment of such an Honorary Member to the honorary rank of President, Vice-President, Honorary Secretary, Honorary Treasurer or any other honorary rank or position within the Confederation. An Honorary Member shall not be eligible for membership of the Board unless the Confederation shall in every such case authorise such appointment by Special Resolution.
- 26 Honorary Members shall be exempt from all payments, subscriptions and entrance fees to the Confederation as well as from all financial obligations incurred by other categories of membership as set out in paragraph 6 of the Memorandum of Association. No Honorary Member shall have any right or interest in the funds or other assets of the Confederation.
- 27 Honorary membership shall be retained until the Honorary Member shall resign or until the honorary membership shall be terminated by the Board of Directors which shall not be required to assign any reason for its action.

GENERAL MEETINGS

- 28 General Meetings convened and held specially as Annual General Meetings shall be held once in every calendar year at such time and place as may be determined by the Board, but so that not more than fifteen months shall be allowed to elapse between any two Annual General Meetings.
- 29 Notices convening Annual General Meetings shall specify that they are convened as such.
- 30 The General Meetings referred to in Article 28 hereof shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

- 31 The Board may call an Extraordinary General Meeting whenever it thinks fit, and Extraordinary General Meetings shall also be convened by such requisitionists as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

- 32 In the case of an Annual General Meeting or a meeting convened to pass a Special Resolution twenty one days' notice at least and in the case of any other General Meeting fourteen days' notice at the least (exclusive in every case of the day on which the notice is served, or deemed to be served, and of the day of the meeting) specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of such business, shall be given in the manner hereinafter mentioned to the Auditors and to such Members as are under the provisions of these Articles entitled to receive notices from the Confederation. Provided that the accidental omission to give such notice to, or the non-receipt of such notice, by any person entitled to receive the same, shall not invalidate any resolution passed or proceeding had at any such meeting. With the consent of all the Members entitled to attend and vote or of such proportion of them as is prescribed by the Act in the case of a meeting, other than an Annual General Meeting, a meeting may be convened upon a shorter notice and in such manner as the Board of Directors may approve.

PROCEEDINGS AT GENERAL MEETINGS

- 33 All business shall be deemed to be special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the ordinary reports of the Board and Auditors, the approval and appointment of the Auditors and any resolution of which notice shall have been given in the manner in the next following Article provided.
- 34 Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case issue as quickly as possible to the Members entitled to notice of the meeting, notice that such resolution will be proposed. The provisions of this and the last preceding Article shall only have effect subject to the provisions of Section 378 of the Act.
- 35 No business shall be transacted at any General Meeting unless a quorum of Members is present when the Meeting proceeds to business; save as herein otherwise provided a quorum shall be present where the number of Members present exceeds by a minimum of two the current number of Members comprising the Board of Directors at that time, ie if there are 13 directors on the Board then there must be at least 15 Members present at the General Meeting for there to be a quorum and for the Meeting to proceed.
- 36 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the next practicable date at the same venue and time within a period of 4 weeks from the date of the adjourned General Meeting and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum.
- 37 The Chairman of the Board shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Members present shall choose some member of the Board or, if no members of the Board be present or if all the members of the Board present decline to take the chair, they shall choose some Member of the Confederation present in person to be Chairman of the meeting.

38 The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

39 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman, or

(b) by at least five Members having the right to vote at the meeting or

(c) by any Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

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

40 Except as provided in Article 42 if a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

41 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

43 Subject as otherwise herein provided every Member shall have one vote.

44

(a) Votes may be given either personally or by proxy and for the avoidance of doubt only Members eligible to vote at a General Meeting can appoint a proxy so that any Members who are expressly excluded from voting at a General Meeting by these Articles for whatever reason cannot appoint a proxy to vote for them at General Meetings.

(b) When Members vote by a show of hands those Members and proxies entitled to vote shall only be entitled to cast one vote.

45 The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his attorney duly authorised in writing and shall be given in the form approved by the Board and circulated by the Confederation in advance of the General Meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

46 The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than 48 hours (excluding bank holidays and weekends) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours (excluding bank holidays and weekends) before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.

47 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which it was executed, provided no intimation in writing of the death, insanity revocation or transfer shall have been received at the office one hour at least before the time fixed for holding the meeting.

48 A Member shall only be entitled to vote at a General Meeting if they have paid all moneys owing to the Confederation in accordance with the Confederation's standard terms of trading or in accordance with any other agreement reached between the Confederation and the Member regarding payment by the date of such Meeting.

CORPORATIONS ACTING BY A NOMINATED REPRESENTATIVE

49 (a) Each Member being a corporation (whether a company within the meaning of the Companies Acts 1985 or not) shall upon joining the Confederation or as soon as possible thereafter nominate some individual who must be a Director of such corporation or a person approved by the Board of Directors or governing body of such corporation to be its nominated representative and any individual so named shall be the nominated representative of such Member until the Member notifies the Confederation that it has revoked the appointment of such individual. All such revocations and appointments shall be in writing and shall have effect only from the day upon which they shall be received by the Confederation.

(b) Subject and without prejudice to Section 373 of the Act a nominated representative of a Member shall be entitled to attend and vote on behalf of the Member by which he has nominated at all meetings of the Confederation and for the purposes of these Articles such nominated representatives shall have the same rights and may exercise the same powers on behalf of such Member could exercise if it were an individual Member including the right to hold office as a member of the Board and to appoint or be appointed a proxy. The provisions of this paragraph and the following paragraph do not apply to Consulting or Affiliate Members.

(c) If the appointment of a nominated representative shall be revoked or if the Member appointing him shall cease for any reason to be a Member, the nominated representative shall ipso facto vacate any office he may hold in the Confederation and shall have no further right or interest in the Confederation.

BOARD OF DIRECTORS

50 Until otherwise determined by the Board of Directors prior to a General Meeting the Board shall consist of 13 persons; 6 from contractors, installation companies and transmission platform operators, 6 from manufacturers and suppliers of equipment used within the said trades and 1 person from any of the aforementioned categories. The Board shall appoint its Chairman annually from amongst its members, the Chairman of the Board shall also be the Chairman of the Confederation. All members of the Board must except as otherwise herein provided be Members or nominated representatives of Members of the Confederation and shall be individuals and not corporations.

51 The first members of the Board shall be the subscribers to the Memorandum of Association or a majority of them.

52

- (a) At the first Annual General Meeting of the Confederation all of the members of the Board shall retire from office and each director shall thereafter be appointed at an Annual General Meeting by adopting the normal election process and shall be appointed for a term of three years (save in the circumstances referred to in clause (b) below) after which they shall then retire but are eligible for re-election.
- (b) If a director vacates their position for any reason during their three year term then that vacancy shall be filled by adopting the normal election process at the next following Annual General Meeting save that the elected director to fill that vacancy shall serve for a term that completes the three year term their predecessor would have completed had they remained in office.

53 Directors elected at an Annual General Meeting shall fill the vacancies in the following order:-

- (a) Those with the most votes shall be elected for a full three year term so far as three year terms are available; and
- (b) Those with the least votes shall be elected for any vacancies of less than three years so that the director elected with the least number of votes will have the shortest term and this will continue in ascending order of number of votes and length of term.

54 A retiring member of the Board shall be eligible for re-election.

55 Unless otherwise determined in General Meeting, no person shall be a member of the Board unless he shall, at the date of his appointment, be entitled to notice of and vote at General Meetings of the Confederation.

56

- (a) The Confederation agrees to provide Members with at least two months' prior written notice of the date of the Annual General Meeting.
- (b) No person shall be eligible for election as a member of the Board unless some other Member of the Confederation, intending to propose him has, at least one clear month before the Meeting, left at the registered office of the Confederation a notice in writing duly signed signifying the intention of such Member to propose him.

POWERS OF THE BOARD

57 The affairs of the Confederation shall be managed by the Board who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Confederation, as they may think fit, and may exercise all such powers of the Confederation, and do on behalf of the Confederation all such acts as may be exercised or done by the Confederation, and as are not by the Act or by these presents required to be exercised or done by the Confederation in General Meeting subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Confederation in General Meeting, but no regulation made by the Confederation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

58 The Board shall have the power to co-opt from time to time any person whom it considers will be able to assist in its work, ie Technical Advisor or Press Officer etc, such co-opted persons will not have a vote at Board Meetings on any issue. Any persons may apply to attend a meeting of the Board to discuss a particular matter or to make a specific

complaint. The Board will then invite the person to such part or parts of the next Meeting as it deems necessary.

- 59 The continuing members of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for him or them to act for the purpose of increasing the number of members to that number, or of summoning a General Meeting, but not for any other purpose.
- 60 Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by the Board.
- 61 The Board may also from time to time appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.
- 62 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their power under any other Article, the Board shall have the following powers, namely:-
- (a) Subject to the provisions of Article 8, to admit or refuse any application for membership of the Confederation and to impose any conditions in regard to acceptance of membership as the Board shall decide without being required to give the reasons for its decisions.
 - (b) To fix the amount of any levy payable by Members of the Confederation.
 - (c) To expend the funds of the Confederation in such manner as they shall consider most beneficial for the purposes of the Confederation and to invest in the name of the Confederation, such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purposes of the Confederation.
 - (d) To acquire in the name of the Confederation, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of or otherwise deal with any land, buildings or premises for the use of the Confederation and to furnish and fit out with all necessary furniture and other equipment any such building or premises.
 - (e) To enter into contracts on behalf of the Confederation.
 - (f) To appoint or engage, on such terms and to discharge such duties as they may think fit, and dismiss such officers or other servants as they shall see fit.
 - (g) To borrow money upon the security of any of the property of the Confederation and to grant or direct to be granted mortgages for securing the same.
 - (h) To make and from time to time to repeal or alter regulations as to the management of the Confederation and the affairs thereof and as to the duties of any officers/servants and Members of the Confederation or as to any of the matters or things within the powers or under the control of the Board, provided that the same shall not be inconsistent with the Memorandum or Articles of Association.
 - (i) Generally to do all things necessary or expedient for the due conduct of the affairs of the Confederation not herein otherwise provided for.

- (j) To appoint by Power of Attorney or otherwise any person to be the agent of the Company for such purpose and on such conditions as the Board or a Board member determines including authority for the agent to delegate all or any of his powers.
- (k) To communicate with and provide information and documents to all Members electronically provided that each Member consents to such form of communication and via the Confederation's website.

DISQUALIFICATION OF MEMBERS OF THE BOARD

63 Subject as herein provided, the office of the member of the Board shall be vacated:-

- (a) If a Bankruptcy Order is made against him or her, or if the Member or a Member company of which the member of the Board is a director shall cease trading whether as a result of insolvency or otherwise (for example in the case of voluntary dissolution).
- (b) If he becomes of unsound mind.
- (c) If he be convicted on indictment of an offence (which conviction shall not be quashed on appeal) and a majority of the other members of the Board pass a resolution to the effect that he shall no longer be deemed to be a member of the Board.
- (d) If he absents himself from three consecutive meetings of the Board without special leave of absence from the Board and the Board passes a resolution that he has by reason of such absence vacated office.
- (e) If he is disqualified from being a Director under the Insolvency Act.
- (f) If by notice in writing given to the Confederation he resigns his office.
- (g) If he or she ceases to be a Member of the Confederation or if the company of which he or she is a nominated representative ceases to be a Member of the Confederation.

64 The Board may at any time by Board Resolution remove any member of the Board and may by Board Resolution appoint another qualified person in his stead.

PROCEEDINGS OF THE BOARD

65 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of the Board shall be five. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

66 On the instructions of the Chairman or any two members of the Board, the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent abroad shall not be entitled to notice of a meeting.

67 The Chairman shall preside at all meetings of the Board but if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of their number to be Chairman of the meeting.

- 68 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Confederation for the time being vested in the Board generally.
- 69 The Board may delegate any of their powers to Committees consisting of such member or members of the Board as they think fit, and any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.
- 70 All acts bona fide done by any meeting of the Board or of any Committee of the Board or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 71 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all Members of the Confederation and of the Board and of Committees of the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed at the following meeting by the Chairman of such meeting, or by the Chairman of the preceding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 72 A Resolution in writing signed by all the members for the time being of the Board or of any Committees of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

THE SEAL

- 73 The Seal of the Confederation shall not be affixed to any instrument other than a Certificate of Membership except by the authority of a Resolution of the Board and in the presence of at least two members of the Board or one member of the Board and the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Confederation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

- 74 The Board shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by the Confederation and the matters in respect of which such receipts and expenditure take place,
 - (b) all sales and purchases of goods by the Confederation, and
 - (c) the assets and liabilities of the Confederation.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Confederation's affairs and to explain its transactions.

- 75 The books of account shall be kept at the office, or (subject to Sections 221 and 222 of the Act) at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

- 76 Once at least in every year the Board shall lay before the Confederation in General Meeting an income and expenditure account for the period since the last preceding account made up to the end of the Confederation's financial year before such Meeting, together with a balance sheet as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors, and a copy of such account, balance sheet and reports shall, not less than twenty one clear days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

- 77 Once at least in every year the accounts of the Confederation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 78 Auditors shall be appointed and their duties regulated in accordance with Section 389 and Sections 236, 237, 241, 262 and 387(1) of the Act and Section 14 of the Companies Act 1967, the members of the Board being treated as the Directors mentioned in these sections.

NOTICES

- 79 A notice may be served by the Confederation upon any Member either personally, or by sending it through the post in a first class prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members, or by electronic means by email in the case of notices of General Meetings to Members and in any other case of a notice which may be lawfully served by email.
- 80 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, except in the case of overseas addresses whereby a limit of five working days will be allowed, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice served by email shall be deemed served once the sender has transmitted it provided that they have not received an "undelivered" receipt.

WINDING UP

- 81 The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Confederation shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

- 82 The members of the Board, Auditors, Secretary and other officers for the Confederation acting in relation to any of the affairs of the Confederation and every of them and every of their representatives, shall be indemnified and secured harmless out of the assets of the Confederation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their representatives shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, and none of them shall be answerable for the acts, receipts or default of the others or other of them or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Confederation shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto. But the provisions of this Article shall only have effect in so far as they are not avoided by Section 310 of the Act.

ARTICLES OF ASSOCIATION

Signed by:

A Demetriou
E J Walters
S T Heard
D S Walker
K Ashforth
F Garvin
J F Knight
D L Hodges

Signatures Witnessed by:-

Tom Hall

Dated this 18th day of July 1989