

**THE INTERNATIONAL FEDERATION OF ESSENTIAL OILS  
AND AROMA TRADES LIMITED**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**Adopted by special resolution on 23<sup>rd</sup> September 2014**

## INDEX TO THE ARTICLES

<b>PART 1</b> .....	4
<b>INTERPRETATION AND LIMITATION OF LIABILITY</b> .....	4
1. Defined terms.....	4
2. Liability of Members .....	6
<b>PART 2</b> .....	6
<b>MEMBERS</b> .....	6
<b>BECOMING AND CEASING TO BE A MEMBER</b> .....	6
3. Becoming a Member.....	7
4. Associate Members and Honorary Members.....	7
5. Subscription Fees .....	8
6. Termination and suspension of membership .....	8
<b>ORGANISATION OF GENERAL MEETINGS</b> .....	10
7. General meetings.....	11
8. Notice of general meetings .....	11
9. Quorum for general meetings.....	11
10. Chairing general meetings.....	12
11. Adjournment and dissolution .....	12
<b>VOTING AT GENERAL MEETINGS</b> .....	13
12. Voting: general.....	13
13. Errors and disputes.....	14
14. Poll votes.....	14
15. Attendance at meetings by Representatives.....	15
16. Content of proxy notices .....	15
17. Delivery of proxy notices.....	16
18. Amendments to resolutions .....	16
<b>PART 3</b> .....	17
<b>THE EXECUTIVE COMMITTEE, EX-OFFICIOS AND THE PRESIDENT</b> .....	17
<b>POWERS AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE</b> .....	17
19. The Executive Committee, Ex-Officios and the Directors .....	17
20. Election of the Executive Committee.....	18
21. Term of office and retirement .....	19
22. General authority of the Executive Committee.....	20
23. Members' reserve power .....	200
24. Executive Committee may delegate.....	21
25. Committees .....	21
<b>DECISION-MAKING BY THE EXECUTIVE COMMITTEE</b> .....	211
26. Decisions to be taken collectively.....	211
27. Unanimous decisions.....	22
28. Calling a meeting of the Executive Committee .....	22
29. Participation in meetings of the Executive Committee.....	23
30. Quorum for meetings of the Executive Committee .....	24
31. Chairing of meetings of the Executive Committee .....	24
32. Casting vote .....	24
33. Conflicts of interest .....	24
34. Records of decisions to be kept .....	25
35. Executives' discretion to make further rules.....	25
36. Expenses .....	25
<b>PART 4</b> .....	26

<b>ADMINISTRATIVE ARRANGEMENTS</b> .....	26
37. Notices .....	26
38. Secretary.....	26
39. Audit .....	27
40. Negotiable instruments and contracts .....	27
41. Winding up .....	27
<b>INDEMNITY AND INSURANCE</b> .....	28
42. Indemnity.....	28
43. Insurance .....	28

**PART 1**  
**INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined terms**

1.1 In these Articles, unless the context requires otherwise—

<b>Articles</b>	means these articles of association;
<b>Associate Member</b>	means those Members who became eligible for membership pursuant to Article 3.1(d);
<b>Bankruptcy</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>Committee</b>	means a committee to whom the Executive Committee have delegated all or some of their powers in accordance with Article 25;
<b>Companies Acts</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Federation;
<b>Executive</b>	has the meaning given to it in Article 19.1(a) and “ <b>Executives</b> ” shall mean all of them;
<b>Executive Chairman</b>	means the person appointed to that office in accordance with Article 20.5;
<b>Executive Committee</b>	means the duly elected governing body of the Federation in accordance with Article 19;
<b>Federation</b>	means the International Federation of Essential Oils and Aroma Trades Limited;
<b>Honorary Member</b>	means those members who became eligible for membership pursuant to Article 3.1(c);
<b>Honorary Secretary</b>	means the person appointed to that office in accordance with Article 20.5;
<b>Honorary Treasurer</b>	means the person appointed to that office in accordance with Article 20.5;
<b>Honorary President</b>	<b>Vice</b> means the person appointed to that office in accordance with Article 20.5;
<b>Immediate Chairman</b>	<b>Past</b> means the most recently retired Chairman who continues to serve on the Executive Committee

<b>Industry</b>	means the extraction, refining, manufacturing, producing, preparing, preserving, carrying, packaging, warehousing, storing, buying, selling, advertising or disseminating information about essential oils or aromas;
<b>Member</b>	has the meaning given in section 112 of the Companies Act 2006 and, for avoidance of doubt, shall include each Ordinary Member and Associate Member;
<b>National Association</b>	means any association of persons which exists for purposes similar to those for which the Federation exists and which is recognised by the Executive Committee as fulfilling such tests as the Executive Committee may from time to time lay down;
<b>Ex-Officio</b>	has the meaning given to it in Article 19.1(b) and “ <b>Ex-Officios</b> ” shall mean all of them;
<b>Ordinary Member</b>	means those Members who became eligible for membership pursuant to Article 3.1(b);
<b>President</b>	means the person appointed to that office in accordance with Article 20;
<b>Representative</b>	means a person authorised or appointed in accordance with Article 15 to represent a Member;
<b>Secretary</b>	means the person duly authorised and appointed to perform the duties of secretary of the Federation in accordance with Article 38;
<b>Subscription Fee</b>	means the membership fee or subscription monies payable by the Ordinary Members and determined in accordance with Article 5;
<b>Vice Chairman</b>	means the person appointed to that office in accordance with Article 20.5;
<b>Year</b>	means the period from the 1 <sup>st</sup> day of January to the next following 31 <sup>st</sup> day of December, inclusive.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Federation.

1.3 Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine

gender and words importing persons shall include corporations, associations and partnerships (whether incorporated or not).

## **2. Liability of Members**

2.1 The liability of each Member is limited to £5, this being the amount that each member undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—

- (a) payment of the Federation's debts and liabilities contracted before he ceases to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 2 MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

### 3. **Becoming a Member**

3.1 The following entities shall be eligible for membership of the Federation:

- (a) the subscribers to the Memorandum of Association of the Federation;
- (b) any entity who satisfies the Executive Committee that it is engaged or interested (directly or indirectly) in the Industry PROVIDED THAT any person becoming eligible for membership under the terms of this Article shall be designated an "Ordinary Member" of the Federation;
- (c) any person who (i) is invited by the Executive Committee to present the "Medal Lecture" during the Annual Conference, or (ii), by reason of distinction in public life or in service to the Industry is deemed fit by the Executive Committee to receive the Founders Award and be a Member PROVIDED THAT any person becoming eligible for membership under the terms of this Article shall be designated an "Honorary Member" of the Federation; and
- (d) any other entity who, satisfies of the Executive Committee that it is fit to be a Member PROVIDED THAT any entity becoming eligible for membership under the terms of this Article shall be designated an "Associate Member" of the Federation.

3.2 No entity shall become a Member of the Federation unless:

- (a) that entity has completed an application for membership in a form approved by the Executive Committee from time to time;
- (b) it has delivered to the Federation a notice in writing in support of its candidature signed by two Honorary Members or Ordinary Members in a form approved by the Executive Committee from time to time;
- (c) the Executive Committee have approved that entity's application by simple majority for membership and their notice in support of candidature and resolved to admit such person as a Member; and
- (d) the Federation have received that entity's Subscription Fee for the year in which it is to be admitted as a Member,

provided that, the Executive Committee may, in their sole discretion, dispense with applications for membership, notices of support and the Subscription Fee from those persons whom the Executive Committee desires to admit as Honorary Members.

### 4. **Associate Members and Honorary Members**

An Associate Member or an Honorary Member shall not be entitled to the same rights and privileges or have the same obligations as an Ordinary Member and shall only be entitled to those rights and privileges and have such obligations as are expressly conferred on them under these Articles.

## **5. Subscription Fees**

- 5.1 Each Ordinary Member shall pay to the Federation a Subscription Fee in respect of each Year during all or part of which they are Member. The Executive Committee shall by a simple majority vote fix the level of Subscription Fee payable by the Ordinary Members for each Year on or before the start of that Year and such Subscription Fee shall become due and payable by each Ordinary Member on written demand after the first day of January in each Year.
- 5.2 The Executive Committee may, in its absolute discretion and a simple majority vote, where an Ordinary Member is also a National Association, fix an increased level of Subscription Fee and such Subscription Fee shall be a multiple of that payable by an Ordinary Member.
- 5.3 No part of the Subscription Fee paid by a Member shall be refundable in any circumstances.
- 5.4 A Member whose membership has been terminated shall remain liable for any Subscription Fee or other contribution that has become due and payable by him to the Federation at the date on which he ceases to be a Member, unless he ceases to be a Member by giving notice in accordance with Article 6.2(a) as a result of an increase in the Subscription Fee and such notice is given within 30 days of the Subscription Fee becoming due and payable.

## **6. Termination and suspension of membership**

- 6.1 Membership is not transferable or transmissible by any means and all rights conferred on a Member under these Articles are personal to it.
- 6.2 A Member shall cease to be a Member of the Federation if:
  - (a) it gives the Federation 7 days' notice in writing of his wish to terminate his membership;
  - (b) any action, legal proceedings or other procedure or step is taken for his winding-up or dissolution (not being a winding-up or dissolution solely for the purposes of amalgamation or reconstruction);
  - (c) it suspends payment of its debts or enters into a composition or arrangement with its creditors or a receiving order is received by him; or
  - (d) it becomes insolvent;
  - (e) it fails to pay his Subscription Fee within 90 days of such Subscription becoming due and payable;



- (f) it, in the opinion of the Executive Committee, has ceased to be engaged or interested in the Industry and the Executives resolve that it should cease to be a Member; or
- (g) it is expelled in accordance with Article 6.4,

6.3 An Honorary Member shall cease to be an Honorary Member of the Federation if:

- (a) he dies;
- (b) he suspends payments of his debts or a Bankruptcy order or a receiving order is made against him;
- (c) he is expelled in accordance with Article 6.4;
- (d) he gives the Federation 7 days' notice in writing of his wish to terminate his membership;
- (e) he, in the opinion of the Executive Committee, has ceased to be engaged or interested in the Industry and the Executives resolve that he should cease to be a Member.

6.4 The Executives may, in their absolute discretion resolve to:

- (a) expel a Member from the Federation; or
- (b) suspend a Member or Member's rights under these Articles for a specified period of time,

and any such resolution shall be final and binding upon that Member.

6.5 Prior to passing any resolution under Article 6.4:

- (a) the Executives shall give the relevant Member notice in writing that they intend to consider and, if thought fit approve, the suspension or expulsion of that Member or Honorary Member and such notice shall:
  - (i) be given not less than 30 days prior to the meeting of the Executive Committee at which such expulsion or suspension is intended to be considered and approved;
  - (ii) state the grounds for suspension or expulsion; and
  - (iii) in the case of a suspension, state the duration of the proposed suspension;
- (b) the relevant Member may not less than 5 days before the expiry of the 30 day period referred to in 6.5(a)(i) above submit, in writing,

his/its objections to the proposed suspension or expulsion by sending the same by registered post addressed to the Federation's registered office; and

- (c) the Executive Committee shall consider any objection raised by the Member under Article 6.5(b) and may, in its absolute discretion, agree to hear the Member in person.

6.6 A resolution of the Executive Committee suspending or expelling a Member or under Article 6.4 shall:

- (a) only be considered at a meeting of the Executive Committee of which not less than 21 days' notice specifying the intention to propose such resolution is given to each member of the Executive Committee; and
- (b) be passed by way of a simple majority of the Executives.

### **ORGANISATION OF GENERAL MEETINGS**

**7. General meetings**

An annual general meeting shall be held once in every Year, at such time and place as may be prescribed by the Executive Committee.

**8. Notice of general meetings**

8.1 A general meeting (including an annual general meeting) shall be called on not less than fourteen clear days' notice.

8.2 Notices calling a general meeting (including an annual general meeting) shall specify the place, the day and the hour of meeting, and:

- (a) in the case of special business, the general nature of such business; and
- (b) in the case of an annual general meeting, specify the meeting as such.

8.3 Notice of each general meeting (including an annual general meeting) shall be given in the manner hereinafter mentioned to each Member and Honorary Member.

8.4 A general meeting (including an annual general meeting) shall, notwithstanding that it is called by shorter notice than that specified in Article 8.1, be deemed to have been duly called, if it is so agreed by such number of Ordinary Members as is prescribed by the Companies Acts.

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

8.6 All business transacted at a general meeting (including an annual general meeting) shall be deemed special with the exception of:

- (a) the approval of the Federation's accounts; and
- (b) the appointment of auditors,

which shall be ordinary business.

**9. Quorum for general meetings**

9.1 Thirty Ordinary Members present in person or by proxy shall be a quorum unless the meeting has been adjourned in accordance with Article 11, in which case fifteen Ordinary Members present in person or by proxy shall be a quorum.

9.2 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.

**10. Chairing general meetings**

- 10.1 Unless otherwise provided herein, the President shall chair general meetings.
- 10.2 If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the Executive Chairman; or
  - (b) in the absence of the Executive Chairman a Vice-Chairman; or
  - (c) in the absence of the persons mentioned at (a) and (b) above, any other member of the Executive Committee; or
  - (d) in the absence of any person mentioned at (a) to (c) above, any Member or Honorary Member of the Federation appointed by the majority of Members and Honorary Members present in person or in proxy;
- shall chair the meeting, and the appointment of the chairman of the meeting shall be the first business of the meeting.
- 10.3 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

**11. Adjournment and dissolution**

- 11.1 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, unless that general meeting was convened on a requisition by the Members and Honorary Members under section 303 of the Companies Act 2006, in which case the general meeting shall be dissolved.
- 11.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment, or
  - (b) 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.
- 11.3 The chairman of a general meeting that is quorate must adjourn a general meeting if directed to do so by the meeting.
- 11.4 When adjourning a general meeting, the chairman of the meeting must—

- (a) 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 Executive Committee, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 11.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Federation's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- 11.6 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**

### **12. Voting: general**

- 12.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with Article 14.
- 12.2 Unless otherwise provided herein:
- (a) an Ordinary Member, other than an Ordinary Member that is also a National Association, present in person or by proxy or a Representative, shall on a show of hands, have one vote or shall have one vote on a poll;
  - (b) an Ordinary Member who is also a National Association present in person or by proxy or a Representative, shall on a show of hands, have an number of votes equal to the multiple by which its Subscription Fee for the Year in which the relevant meeting takes place exceeds the Subscription Fee paid by an Ordinary Member who is not a National Association for the Year in which the relevant meeting takes place or shall have a number of votes on a poll equal to the multiple by which its Subscription Fee for the Year in which the relevant meeting takes place exceeds the Subscription Fee paid by an Ordinary Member who is not a National Association for the Year in which the relevant meeting takes place;
  - (c) no Associate Member or Honorary Member shall have any right to vote on a show of hands or on a poll.

- 12.3 In the case of an equality of votes, either 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, as the case may be, shall be entitled to a further or casting vote.

**13. Errors and disputes**

- 13.1 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.
- 13.2 Any such objection must be referred to the chairman of the meeting whose decision is final. A declaration by the chairman of the meeting 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 book containing the minutes of the proceedings of the Federation 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.

**14. Poll votes**

- 14.1 A poll may be demanded 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, by:
- (a) the chairman of the meeting;
  - (b) the Executive Committee;
  - (c) five or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 14.2 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
  - (b) the chairman of the meeting consents to the withdrawal.
- 14.3 A poll duly demanded on the election of a chairman of the meeting or on a question of adjournment must be taken immediately and in such manner as the chairman of the meeting directs. A poll is duly demanded on any other matter shall be taken at such time and place, either at once or after an adjournment and in such manner (including by post) as the chairman of

the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

14.4 On a poll votes may be given either personally or by proxy or Representative or in the case of postal voting, in any such manner as the Executive Committee may consider suitable.

14.5 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 a poll has been demanded.

**15. Attendance at meetings by Representatives**

15.1 Any Member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its Representative at any meeting of the Federation, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation, firm or association which he represents as that corporation, firm or association could exercise if it were an individual Member of the Federation personally present.

15.2 In the absence of a formal appointment in accordance with Article 15.1, a Member may be represented by a director, partner, senior executive or principal officer of the Member that he represents and that director, partner, senior executive or principal officer shall be entitled to exercise the same powers on behalf of the corporation, firm or association which he represents as that corporation, firm or association could exercise if it were an individual Member of the Federation personally present.

**16. Content of proxy notices**

16.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
- (d) is delivered to the Federation in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

16.2 The Executive Committee may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

16.3 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.

16.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) 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
- (b) 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.

## 17. **Delivery of proxy notices**

17.1 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

17.2 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 Federation by or on behalf of that person.

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

17.4 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

17.5 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 sign it on the appointer's behalf.

17.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Unless the proxy designates an individual to vote the proxy it shall be the Chairman of the meeting that votes the proxy.

## 18. **Amendments to resolutions**

18.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

- (a) notice of the proposed amendment is given to the Federation 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



- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 18.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 18.3 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.

### **PART 3**

#### **THE EXECUTIVE COMMITTEE AND THE PRESIDENT**

##### **POWERS AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

#### **19. The Executive Committee and the Directors**

- 19.1 The Executive Committee shall be the duly elected governing body of the Federation and shall consist of;
- (a) at least eleven but not more than twenty one individuals who are either Members or Representatives, each of whom shall be entitled to receive notice of and attend meetings of the Executive Committee and vote on resolutions considered and proposed by the Executive Committee and shall, for the avoidance of doubt include:
    - (i) the President;
    - (ii) the Immediate Past Chairman;
    - (iii) the Executive Chairman;
    - (iv) not more than two Vice-Chairmen;
    - (v) the Honorary Treasurer; and
    - (v) the Honorary Secretary,

(such individuals together the "**Executives**" and each individually an "**Executive**"); and
  - (b) an unlimited number of individuals who are either Members, Honorary Members, Representatives or the Secretary, each of whom shall be

entitled to receive notice of and attend meetings of the Executive Committee but shall not be entitled to vote on resolutions considered and proposed by the Executive Committee, and shall be comprised of such ex-officio members or Representatives as are elected to the Executive Committee in accordance with these Articles, (such individuals together the “Ex-Officios” and each individually an “Ex-Officio”).

- 19.2 There shall be no more than four Executives from any one country (and for the purposes of this Article a member’s country shall be the principal country in which his main place of business is situated).
- 19.3 Each Executive shall be appointed a Director of the Federation and shall be entered on the Federation’s register of directors. The Ex-Officios shall, for the avoidance of doubt, not be appointed as Directors of the Federation.

## 20. **Election of the Executive Committee**

- 20.1 The Executives and Ex-Officios shall be appointed by the Members or their Representatives in a general meeting of the Federation.
- 20.2 An Ordinary Member or Representative wishing to nominate a person as a member of the Executive Committee shall do so by notice in writing delivered to the Federation’s registered office and such notice shall:
  - (a) specify whether the nomination is for the post of President;
  - (b) state whether the nominee is nominated as an Executive;
  - (c) be supported by at least two other Ordinary Members and the Ordinary Member or Representative who is the subject of the nomination; and
  - (d) be delivered not later than 30<sup>th</sup> April in advance of the next annual general meeting of the Federation.
- 20.3 A person nominated in accordance with Article 20.2 will be assessed by the Executive Committee and may be put forward for election to the Executive Committee at the next annual general meeting and, if they are put forward for election in accordance with this Article 20.3, they shall not be entitled to vote on any resolution to be passed in connection with their own election.
- 20.4 The election of the President and the Executive Chairman shall not occur in the same year, unless caused a vacation of office by one or both of them under Article 21.7, and if so caused, the new President and/or Executive Chairman shall only serve for the unexpired portion of the retiring Executive Chairman or President’s term.

20.5 The Executives shall appoint from among their number an Executive Chairman, one or two Vice-Chairmen, an Honorary Treasurer and an Honorary Secretary.

**21. Term of office and retirement**

21.1 Each member of the Executive Committee other than the President and the Executive Chairman shall serve for a term of three years and may be re-elected on the expiry of such term provided that they shall not serve for more than five consecutive terms.

21.2 The President shall serve a term of three years and may be re-elected at the next annual general meeting following the expiry of such term provided that he shall not serve for more than two consecutive terms in that office.

21.3 The Executive Chairman shall serve a term of three years and he shall not serve for more than one consecutive term in that office.

21.4 Any person who has been Executive Chairman may not be elected as President within four years of the date on which he ceases to be Executive Chairman.

21.5 The President shall, when he retires from office, have the option of continuing to serve on the Executive Committee as an Ex-Officio for a period not exceeding six years, provided that any past President as at 25<sup>th</sup> September 2007 shall have the option to serve for a maximum of six years from that date.

21.6 If the Executive Chairman or Immediate Past Chairman is among the members due to retire, they shall not retire and may serve for a further term of three years after expiration of their office.

21.7 A member of the Executive Committee shall vacate his office immediately if:

- (a) he suspends payment of his debts or a Bankruptcy or receiving order is made against him;
- (b) a composition is made with his creditors generally in satisfaction of his debts;
- (c) he ceases to be a Representative;
- (d) notification is received by the Federation from him that he is resigning from office, and such resignation has taken effect in accordance with its terms;
- (e) he is an Executive and he ceases or is prohibited from being a director by virtue of any provision of the Companies Act 2006 or by law; or

- (f) he is an Executive and he is absent from either (i) three consecutive meetings of the Executive Committee or (ii) three or more meetings out of six consecutive meetings, and an Executive who vacates his office pursuant to this Article 21.7(f) shall not be able to seek re-election for a period of three years commencing on the date on which he vacates his office.

## 22. **General authority of the Executive Committee**

22.1 The Executive Committee are responsible for the management of the Federation's business and affairs, for which purpose they may exercise all the powers of the Federation (including the payment of any expenses incurred in connection with the promotion and running of the Federation and the mortgaging or borrowing of money and the charging of its undertaking and property or any part thereof or the issuing of debentures and other securities).

22.2 Without prejudice to the generality of the foregoing the Executives:

- (a) may from time to time and at any time by power of attorney appoint any corporation or person or any fluctuating body of persons, whether nominated directly or indirectly by the Executives, to be the attorney or attorneys of the Federation for such purposes and with such powers, duties and discretions (not exceeding those vested in or exercisable by the Executives under these Articles) for such period and subject to such conditions as they may think fit and any such attorney may be authorised to sub-delegate all or any of the powers, duties and discretions vested in him;
- (b) may from time to time appoint any Member Representative to be an Executive either to fill a vacancy arising as a result of Article 21.7 or as an additional Executive , provided that
  - (i) a person so appointed shall only hold office until the next following annual general meeting, at which time such person shall retire unless re-elected at that meeting.
  - (ii) If he is not re-elected and the office is left vacant, the Executive Committee shall not be permitted to appoint a person to fill that vacancy without the prior sanction of the Members.

22.3 The right of the Executives to fill a vacancy or appoint an additional Executive shall lapse if the position is not filled or an appointment is not made by the next following annual general meeting.

## 23. **Members' reserve power**

23.1 The Members may, by Special Resolution, direct the Executives to take, or refrain from taking, specified action.

23.2 No such Special Resolution invalidates anything which the Executives have done before the passing of the resolution.

**24. Executive Committee may delegate**

24.1 The Executive Committee may delegate any of the powers which are conferred on them under these Articles to such person or Committee, by such means (including by power of attorney), to such an extent, in relation to such matters or territories and on such terms and conditions as in each case they think fit.

24.2 The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions and appoint and dismiss members of any Committee.

24.3 All bona fide acts of the Executive Committee or any Committee or person to whom they have delegated all or some of their powers shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or that they were disqualified or that they had vacated office or that they were not entitled to vote, be as valid as if they had been duly appointed, were not disqualified, had not vacated office and had been entitled to vote.

**25. Committees**

25.1 Any Committee to whom powers are delegated under Article 24 shall consist of one or more members of the Executive Committee and such Members, Representatives or advisors to the Federation as the Executives think fit. The Executive Committee shall also appoint a chairman of each Committee.

25.2 Committees to which the Executive Committee delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the making of decisions by the Executive Committee but for the avoidance of doubt, the quorum in respect of a Committee meeting shall be two members of that Committee.

25.3 The Executives may make rules of procedure for all or any Committees, which prevail over rules derived from these Articles if they are not consistent with them.

**DECISION-MAKING BY THE EXECUTIVE COMMITTEE**

**26. Decisions to be taken collectively**

26.1 Subject to Article 28, the Executive Committee shall meet together for the dispatch of business and shall adjourn and otherwise regulate its meetings as it thinks fit.

26.2 Any decision of the Executive Committee must be either a majority decision of the Executives present at a meeting or a decision taken in accordance with Article 27.

**27. Unanimous decisions**

27.1 A decision of the Executive Committee is taken in accordance with this Article when all eligible Executives indicate to each other by any means that they share a common view on a matter.

27.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive or to which each eligible Executive has otherwise indicated agreement in writing.

27.3 References in these articles to eligible Executives are to the Executives who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Executive Committee.

27.4 A decision may not be taken in accordance with this Article if the eligible Executives would not have formed a quorum at such a meeting.

**28. Calling a meeting of the Executive Committee**

28.1 The Executive Chairman may, and on request of five members of the Executive Committee shall, call a meeting of the Executive Committee by giving notice of the meeting to each member of the Executive Committee.

28.2 Notice of any meeting of the Executive Committee must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that persons 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.

28.3 Notice of a meeting of the Executive Committee must be given to each member of the Executive Committee, but need not be in writing.

28.4 Notice of a meeting of the Executive Committee need not be given to members of the Executive Committee who waive their entitlement to notice of that meeting, not more than 7 days after the date on which the meeting is held. Where such waiver is given after the meeting has been held, this does not affect the validity of the meeting, or of any business conducted at it.

28.5 Any notice or document to be sent or supplied to the Executive Committee in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that

member of the Executive Committee has asked to be sent or supplied with such notices or documents for the time being.

- 28.6 A member of the Executive Committee may agree with the Federation that notices or documents sent to him 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 48 hours.

**29. Participation in meetings of the Executive Committee**

29.1 Subject to these Articles, the members of the Executive Committee participate in a meeting of the Executive Committee, or part of such meeting, when:

- (a) the meeting has been called and takes place in accordance with these Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

29.2 In determining whether a member of the Executive Committee is participating in a meeting, it is irrelevant where any member of the Executive Committee is or how they communicate with each other.

29.3 If none of the members of the Executive Committee participating in a meeting are in the same place, they may decide that the meeting is to be treated as taking place wherever any one or more of them are.

**30. Quorum for meetings of the Executive Committee**

- 30.1 At a meeting of the Executive Committee, unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting.
- 30.2 The quorum for a meeting of the Executive Committee may be fixed from time to time by a decision of the Executives, but it must never be less than nine Executives.
- 30.3 If the total number of Executives for the time being is less than the quorum required, the Executive Committee must not take any decision other than a decision:
  - (a) to appoint further Executives in accordance with Article 20.2; or
  - (b) to call a general meeting so as to enable the members to appoint further Executives.

**31. Chairing of meetings of the Executive Committee**

- 31.1 The Executive Chairman shall chair all meetings of the Executive Committee.
- 31.2 If the Executive Chairman is not participating in a meeting of the Executive Committee within ten minutes of the time at which it was to start, a Vice-Executive Chairman shall chair it, and in the absence of a Vice-Chairman, the participating members of the Executive Committee must appoint one of themselves to chair it.

**32. Casting vote**

- 32.1 If the numbers of votes for and against a proposal are equal, the Executive Chairman or other person chairing the meeting has a casting vote.
- 32.2 However, this Article shall not apply if, in accordance with these Articles, the Executive Chairman or other person chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**33. Conflicts of interest**

- 33.1 If an Executive is interested in an actual or proposed transaction or arrangement with the Federation, that Executive shall not be counted as participating in the decision-making process for quorum or voting purposes unless his interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 33.2 For the purposes of this Article, references to proposed decisions and decision-making processes include any Executive Committee meetings or parts of an Executive Committee meeting.



33.3 Subject to Article 33.4, if a question arises at a meeting of the Executive Committee or of a Committee as to the right of a member of the Executive Committee or Committee 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 of that meeting whose ruling in relation to such member of the Executive Committee or Committee is to be final and conclusive (unless such question relates to the chairman in which case Article 33.4 below shall apply).

33.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of that meeting, the question is to be decided by a decision of the Voting Executives in the case of an Executive Committee meeting or the committee members in the case of a Committee 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.

#### **34. Records of decisions to be kept**

34.1 The Executive Committee shall cause proper minutes to be made of all proceedings of all general meetings of the Federation, meetings of the Executive Committee and any Committees and of the attendances thereat and of all appointments of members of the Executive Committee made by the Members and the Executive Committee.

34.2 The minutes of each meeting of the Executive Committee or any other Committee shall be issued initially in draft form and shall be finalised following approval at the following meeting of the Executive Committee or any other Committee.

34.3 The Executive Committee must ensure that the Federation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Members, the Executive Committee and the members of any Committee.

#### **35. Executives' discretion to make further rules**

Subject to these Articles, the Executives 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 the Executive Committee.

#### **36. Expenses**

The Federation may pay in exceptional circumstances any extraordinary expenses which members of the Executive Committee properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Federation subject to a majority vote of the Executive Committee.

**PART 4**  
**ADMINISTRATIVE ARRANGEMENTS**

**37. Notices**

- 37.1 The Federation shall give to the Members notice of any resolution as required by and in accordance with the provisions of the Companies Acts.
- 37.2 A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Federation's register of member or by using electronic communication to an address for the time being notified to the Federation by the Member.
- 37.3 Any notice, if served by post, shall be deemed to have been served on the fifth day following that on which the letter containing the same is put into the post, 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.
- 37.4 Anything sent or supplied by or to the Federation under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Federation.

**38. Secretary**

- 38.1 The Secretary shall be appointed and may be removed by the Executive Committee.
- 38.2 If the office of Secretary is vacant, or there is for any other reason no Secretary capable of acting, anything required to be done by or to the Secretary (by the Companies Acts or pursuant to these Articles) may be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Federation authorised generally or specially in that behalf by the Executive Committee PROVIDED THAT any provisions of the Companies Acts or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

**39. Audit**

- 39.1 Once at least in every Year the accounts of the Federation shall be examined and the correctness of them be ascertained by a qualified auditor.
- 39.2 An auditor or auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

**40. Negotiable instruments and contracts**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Federation shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Executive Committee shall determine from time to time.

**41. Winding up**

- 41.1 If the Federation is wound up the liquidator may with the authority of a special resolution of the Federation and any other sanction required by the Companies Acts, divide among the Members in specie the whole or any part of the assets of the Federation and may, for that purpose, value any assets and determine how the division shall be carried out as between the Members.
- 41.2 The liquidator may, with the authority of a special resolution of the Federation, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as he (within the scope of such authority) thinks fit.
- 41.3 Notwithstanding anything in this Article no Member shall be compelled to accept any assets upon which there is a liability.
- 41.4 The Executives may decide to make provision for the benefit of persons employed or formerly employed by the Federation (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 Federation.

## **INDEMNITY AND INSURANCE**

### **42. Indemnity**

42.1 Subject to Article 41.2, any member of the Executive Committee may be indemnified out of the Federation's assets against:

- (a) any liability incurred by that member of the Executive Committee in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation,
- (b) any other liability incurred by that member of the Executive Committee as an officer of the Federation.

42.2 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.

### **43. Insurance**

The Executives may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any member of the Executive Committee of the Federation in respect of any loss or liability which has been or may be incurred by such member of the Executive Committee in connection with that member of the Executive Committee in connection with that member's Executive Committee duties or exercise of powers in relation to the Federation.