

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

Number 1763228  
The Companies Act 1948 to 1981

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

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**MEMORANDUM  
AND  
ARTICLES OF**

**BRITISH AEROSOL MANUFACTURERS' ASSOCIATION**

REVISED JUNE 2009



(incorporated on 20 October 1983)



CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 1763228

I hereby certify that

**BRITISH AEROSOL MANUFACTURERS' ASSOCIATION**

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

20TH OCTOBER 1983

A handwritten signature in black ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

C.173

\* Article 19 amended by Special Resolution dated 30 June 2009

\*\* Article 26 amended by Special Resolution dated 30 June 2009

## **THE COMPANIES ACTS 1948 TO 1981**

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

#### **MEMORANDUM OF ASSOCIATION OF BRITISH AEROSOL MANUFACTURERS' ASSOCIATION**

1. The name of the Company is "BRITISH AEROSOL MANUFACTURERS' ASSOCIATION'.
2. The registered office of the Company will be situated in England
3. The objects for which the Company (hereinafter called "the Association") is established are the promotion of commerce and incidental and conducive to and in furtherance thereof but not otherwise:-
  - (a) To acquire, take over and carry on the undertaking and activities of the existing unincorporated association known as British Aerosol Manufacturers' Association.
  - (b) To pay all or any expenses incurred in connection with the formation and incorporation of the Association.
  - (c) To further all lawful interests of members for the benefit of the Aerosol Industry generally.
  - (d) To encourage the production and development of efficient and safe products and to recommend such standards as may be considered by the Executive Committee to be appropriate or necessary.
  - (e) To encourage or sponsor research and also the development of standards in areas of concern to members as considered necessary in the opinion of the Executive Committee.
  - (f) To provide a forum for members' views on any relevant issue so that policies may be formulated.

\* Article 19 amended by Special Resolution dated 30 June 2009

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- (g) To negotiate and maintain close and regular contacts and communication with Her Majesty's Ministers, Government Departments, planning bodies sponsored by Her Majesty's Government, associated Industries, consumers and organisations generally, either in the United Kingdom or elsewhere with a view to ensuring that the special problems and requirements of members of the Association and their customers receive consideration.
- (h) To initiate, support or oppose legislation, directives or regulations on all matters affecting the members of the Association.
- (i) To collect statistics or any other information from members.
- (j) To promote the views of the Association to the media or any other body.
- (k) To issue or sell publications and audio/visual aids concerning the Aerosol Industry as considered necessary or desirable in the opinion of the Executive Committee.
- (l) To sponsor exhibitions, conferences or trade missions.
- (m) To collaborate, affiliate or amalgamate with or become a member of, any other body or organisation in any part of the world in order to promote the interests of the Aerosol Industry provided that the Association shall not affiliate, amalgamate or become a member of any other body or organisation which shall not prohibit the distribution of its income and property by way of dividend or otherwise amongst its members to an extent at least as great as is imposed upon the Association by virtue of clauses 4 and 7 hereof.
- (n) To appoint such employees of the Association and engage such consultants as may be considered necessary or desirable by the Executive Committee in pursuit of the objects of the Association and to remunerate such employees and consultants and to reward any other person for services rendered to the Association or to the Executive Committee if considered desirable by the Executive Committee either by fees or by way of an honorarium or otherwise.

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- (o) To charge fees and receive remuneration or other consideration for any services rendered by the Association to any person and to receive subscriptions and donations for any particular purpose of the Association or for the Association generally.
- (p) To take up and defend or pursue or prosecute any action at law or legal proceedings which in the opinion of the Executive Committee involves a question of general importance and interest to the members of the Association.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other assets, rights, privileges or operations which the Executive Committee may consider necessary or desirable, and to construct, maintain and alter any buildings or erections necessary appropriate or desirable for the objects of the Association.
- (r) To sell, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (s) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (t) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (u) To grant pensions or gratuities to any employees or ex-employees of the Association or the relations or dependants of any such employees or ex-employees and for this purpose to establish, support or maintain or make contributions to such pension or life assurance schemes or other funds or trusts as the Executive Committee may consider desirable

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- (v) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects
- (w) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects
- (x) To do all such other things as are incidental or in the opinion of the Executive Committee are conducive to the attainment of the above objects or any of them

4. The income, profits (if any), and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the association.

PROVIDED that nothing herein shall prevent any payment in good faith by the Association -

- (a) of reasonable and proper remuneration or payment to any member, employee, consultant or agent of the Association or any member of the Executive Committee for any services rendered to the Association or to the Executive Committee;
- (b) of interest on money lent by any member of the Association or of its Executive Committee at such rate per annum as may be agreed between the Association and any such member as aforesaid;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Executive Committee;
- (d) of out of pocket expenses to any member, employee, consultant or agent of the Association or any member of the Executive Committee or of any Specialist Committee or of any other committee incurred in the performance of his duties in connection with the affairs of the Association or in connection with any services rendered to the Association.

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- 5 .           The liability of the members is limited
  
- 6 .           Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five hundred pounds (£500).
  
- 7 .           If upon the winding up or dissolution of the Association there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but subject to any trusts affecting the same or any part thereof shall be given or transferred to some other body with objects similar to the objects of the Association, and which shall prohibit the distribution of its income. profits (if any), and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof and this clause, such body to be determined by the members of the Association at or before the time of winding up or dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some other body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Association).

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

## **NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

I. R. Brash  
Sales Manager,  
for and on behalf of  
**THE CROWN CORK COMPANY LIMITED**  
registered office:  
P.O. Box No.3  
Apexes Work  
Scotts Road  
Southall  
Middlesex UB2 5DH

A company limited by shares

H. Mitchell  
Secretary, for and on behalf of  
**THE WELLCOME FOUNDATION LIMITED**  
registered office:  
P.O. Box 129  
The Wellcome Building  
183 Euston Road  
London NW1 2BP

A company limited by shares

Dated the ninth day of September 1983.

WITNESS to the above Signatures:-

Witness to the signature of  
Mr. H. Mitchell:

C. E. Slight,  
183, Euston Road,  
London, NW1 2BP

Solicitor

Witness to the signature of  
Mr. I. R. Brash

M. J. Gibson  
Scott's Road,  
Southall,  
Middlesex UB2 5DH

Secretary



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## THE COMPANIES ACTS 1948 to 1981

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

#### ARTICLES OF ASSOCIATION OF BRITISH AEROSOL MANUFACTURERS' ASSOCIATION

- 1 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, unless inconsistent with the subject or context:-

<i>Words</i>	<i>Meanings</i>
"the Acts"	The Companies Acts 1948 to 1981 and every statutory amendment or modification thereof in force from time to time.
"the Association"	British Aerosol Manufacturers' Association.
"the Auditors"	The person or persons appointed to hold the office of auditor pursuant to the provisions of the Acts and Article 83.
"the Executive Committee"	The Executive Committee for the time being of the Association constituted pursuant to the provisions of these Articles.
"the Office"	The registered office for the time being of the Association.
"the Officers"	The Chairman, Vice Chairman and Treasurer elected pursuant to the provisions of Article 59.
"these Articles"	these Articles of Association as from time to time altered by Special Resolution.

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"Unincorporated Association"	A partnership or any other unincorporated association.
"the Seal"	The Common Seal of the Association.
"Specialist Committee"	A committee appointed by the Executive Committee pursuant to Article 63.
"the United Kingdom"	Great Britain and Northern Ireland;
"in writing"	Written or produced by any substitute for writing or partly one or partly another;
"month"	Calendar month.
"year"	Calendar year.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

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

## **MEMBERS**

2. The number of members with which the Association proposes to be registered is 150 but the Executive Committee may from time to time register an increase of members.
3. The members of the Association shall be the subscribers to the Memorandum of Association and such other persons as the members of the Executive Committee shall elect to membership of the Association and whose names shall be placed by the authority of the Executive Committee on the register of members. Every such person becoming a member of the Association as aforesaid shall remain a member until it or he (as the case may be) shall cease to be a member by virtue of some provision hereinafter contained.

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- \*\* Article 26 amended by Special Resolution dated 30 June 2009

## **ELIGIBILITY FOR MEMBERSHIP**

- 4 . Unless the Executive Committee shall in any particular case otherwise decide, no person shall be eligible to become a member of the Association, or qualified to remain a member thereof, or to nominate a representative pursuant to Article 5 hereof, unless it or he is, or to the satisfaction of the Executive Committee intends to be, and no person shall be entitled to be elected pursuant to Article 6 unless the unincorporated association nominating him is or, subject as aforesaid, intends to be, whether in a consultative capacity or otherwise, actually engaged directly or indirectly in the Aerosol Industry and has or, subject as aforesaid, intends to have a genuine commercial interest therein.

## **MEMBERSHIP OF CORPORATIONS**

- 5 . A corporation being a member shall nominate a person subject to the approval of the Executive Committee to act as its representative and for the purpose of such approval shall give all information that may be reasonably required by the Executive Committee Provided that such representative shall be a director or responsible executive of the corporation. Such representative shall have the right on behalf of the corporation to attend meetings of the Association, and to vote thereat, and generally to exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and (subject to the previous consent of the Executive Committee) nominate another representative in his place. All nominations and revocations and all statements made pursuant to the proviso to Article 39 shall be in writing and shall be deposited with the Executive Committee as soon as possible. The Executive Committee may in its absolute discretion withdraw at any time its approval of the representative of a corporation, and shall notify the corporation of such withdrawal whereupon the corporation shall nominate another representative. Provided that subject to Article 39 and to the due payment of a separate annual subscription as herein provided in respect of each representatives duly nominated and approved, a corporation may nominate as aforesaid more than one such representative.

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## **MEMBERSHIP OF UNINCORPORATED ASSOCIATIONS**

6. No unincorporated association may be a member of the association, but if any such unincorporated association should desire to obtain the advantages of membership it shall nominate one or, subject to Article 39 and to payment of a separate annual subscription for each person so elected, more of its members or employees, who shall be approved by the Executive Committee, to apply on its behalf for membership and to become a member of the Association and exercise the rights and undertake the obligations of membership on its behalf. Every person applying for membership under this Article shall be subject to the same rules and regulations concerning elections and otherwise as any person applying for membership otherwise than under this Article and shall, if elected, have the same rights and be subject to the same liabilities and incidents as any members not so elected, subject, however, to the provisions of Article 7. The unincorporated association shall deposit with the Executive Committee the nomination of such applicant for membership, and shall give all information that may reasonably be required by the Executive Committee regarding such applicant. The Executive Committee may, without prejudice to the right of the unincorporated association to nominate another person pursuant to this Article, in its absolute discretion at any time withdraw its approval of any member elected pursuant to this Article, and give notice to terminate his membership, whereupon such membership shall, subject to Article 17 cease.
7. If an unincorporated association on whose behalf any member has been elected pursuant to Article 6 at any time revokes the nomination of such member pursuant to that Article, the membership of that person shall, upon receipt by the Executive Committee of such revocation, subject to Article 17 cease, and he shall cease to be entitled or recognised as a representative of such unincorporated association. Any person nominated by such unincorporated association in his place shall, if duly approved by the Executive Committee, be and become a member of the Association in the place of the member whose nomination has been revoked as aforesaid.
8. All nominations and revocations mentioned in Articles 6 and 7 shall be in writing, signed by a duly authorised representative of such unincorporated association and shall be deposited with the Executive Committee as soon as possible. Each such unincorporated association

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shall at the date of each nomination give to the Executive Committee in writing full particulars of the nature of the unincorporated association and its business and of its place of business. Any change in the constitution or nature of such unincorporated association shall be immediately notified in writing to the Executive Committee, who, if it does not approve such change, shall be entitled to give notice in writing to any member elected on behalf of that unincorporated association pursuant to Article 6, to terminate his membership and to withdraw from the Association, and thereupon such member shall cease to act or be entitled or recognised as a member and such unincorporated association shall have no further right to nominate a person to be a member of the Association on its behalf.

## **APPLICATION FOR MEMBERSHIP**

9. Every applicant for election as a member of the Association shall forward to the Executive Committee an application in writing for election in such form as the Executive Committee shall require. Such application shall unless otherwise directed by the Executive Committee contain a statement showing in what manner the applicant claims to be eligible as a member under the hereinbefore contained provisions and shall be signed by the applicant, and if the applicant is a corporation shall be signed on behalf of the corporation by some person duly authorised in that behalf.
10. Every application for membership of the Association shall be proposed by a member of the Association and seconded by another such member.
11. Every such application for election shall be considered by the Executive Committee and may be acceded to or refused at its absolute discretion. The Executive Committee may at any time require evidence as regards eligibility to be furnished by such applicant or by any member. Every decision of the Executive Committee on the question of eligibility of any applicant to be a member, or as to whether any member has ceased to be so qualified, shall be final and conclusive, and shall not be questioned by anyone, and the Executive Committee shall not be bound to give any reasons for its decision.
12. The rights and privileges of a member of the Association shall be personal to him and shall not be transferable or transmissible by operation of law or otherwise howsoever.

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## **SUBSCRIPTIONS**

13. Every member of the Association shall on the first day of January in every year, or on such other date or dates in every year as the Executive Committee may specify, while remaining a member pay an annual subscription. The amounts of such annual subscriptions shall be prescribed from time to time by the Executive Committee.
14. New members of the Association who are elected part way through the Association's subscription year shall pay a subscription in proportion to the remaining part of the year.
15. Upon the subscription of a member of the Association becoming three months overdue, all his rights and privileges of membership shall be forfeited, and his name may be posted in an arrears list at the Office. If upon the expiration of a further three months thereafter he shall have failed to pay all arrears then owing to the Association, he shall cease to be a member. The arrears of subscription shall remain a debt due to and recoverable by the Association. The Executive Committee shall have power to relax the provisions of this Article as they may apply to a member of the Association and to reinstate any member upon such terms and conditions as the Executive Committee shall think fit.

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## TERMINATION OF MEMBERSHIP

16. Membership of the Association shall ipso facto cease and all rights and privileges of membership shall be forfeited if:-
- (a) a member being a corporation, an order be made or an effective resolution passed for the winding-up of such corporation unless such order or resolution is made or passed by reason or in contemplation of a bona fide reconstruction or amalgamation;
  - (b) a member, being an individual, dies or is adjudicated bankrupt, or compounds with his creditors, or becomes of unsound mind;
  - (c) a member having been elected pursuant to Article 6 hereof, the unincorporated association nominating him be dissolved or becomes bankrupt or compounds with its creditors;
  - (d) a member resigns by giving not less than one month's notice in writing thereof to the Secretary of the Association;
  - (e) a member having been elected pursuant to Article 6 hereof, the Executive Committee give notice to terminate his membership pursuant to that Article or Article 8, or his nomination is revoked pursuant to Article 7 hereof;
  - (f) a member shall be guilty of conduct which in the opinion of the Executive Committee renders him unfit to continue as a member of the Association, and the Executive Committee, after having given him an opportunity of being heard by it upon the question of such conduct, passes a resolution excluding him from the Association;
  - (g) in pursuance of a resolution passed by a three-fourths majority of the members of the Association present and voting at a general meeting of the Association a member of the Association be requested to resign his membership;
  - (h) a member of the Association shall cease to be a member as provided by Article 15 hereof;
  - (i) a member of the Association ceases to have the qualifications for remaining a member prescribed by Article 4 hereof;

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17. A member of the Association who ceases from any cause including his resignation as provided in Article 16(d) hereof, to be a member shall, nevertheless, remain liable to pay, and shall pay to the Association all subscriptions and other sums of money which at the date on which his membership ceased were due from him to the Association, or which may by virtue of his liability under the Memorandum of Association become payable by him.

## **ASSOCIATE MEMBERS**

18. (a) The Executive Committee shall have power to designate as Associate Members of the Association persons associations or similar bodies carrying on business similar to the Association in any part of the world who in the opinion of the Executive Committee would be of assistance to the Association or its members by furnishing information and advice on matters of interest to the Association or its members.
- (b) The Executive Committee may from time to time as it thinks fit define the subscription and conditions of eligibility for, attach special privileges to and in every way regulate and control Associate Membership.
- (c) An Associate Member shall not be a member of the Association and shall not be entitled to participate in any of the affairs of the Association or to receive as a matter of right notice of or to attend any meetings thereof or be eligible for membership of the Executive Committee or to receive publications of the Association, but an Associate Member may at the instance of the Executive Committee be invited to attend at any meeting of the Executive Committee or of the Association to advise and assist in matters as the Executive Committee shall determine, but shall not be entitled to vote at any such meeting.
- (d) An Associate Member shall cease to be an Associate Member when he resigns as such by notice in writing to the Association or if by resolution of the Executive Committee his designation is revoked.
- (e) A separate register of Associate Members shall be kept by the Association.

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## **GENERAL MEETINGS**

19. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than eighteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
20. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
21. The Executive Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Companies Act 1948.
22. The Association shall on the requisition in writing of such number of members of the Association as is specified in Section 140 of the Companies Act 1948 and subject to the provisions thereof and at the expense of the requisitionists:
  - (a) give to members of the Association entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
  - (b) circulate the members of the Association entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

## **NOTICE OF GENERAL MEETINGS**

23. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be

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exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles entitled to receive such notices from the Association:

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

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

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

## **PROCEEDINGS AT GENERAL MEETINGS**

25. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and Auditors, the election of members of the Executive Committee in the place of those retiring and the re-appointment of, and the fixing of the remuneration of the Auditors.
26. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum for any general meeting shall be eight members present, in the case of individuals, in person, and in the case of corporations, by their representatives, or, in either case, by proxy, but so that not less than eight persons present each such person being entitled to vote shall constitute a quorum.

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27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
28. The Chairman, or in his absence the Vice Chairman, of the Executive Committee shall preside as chairman at every general meeting of the Association, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or is willing to act the members of the Executive Committee present shall elect one of their number to be chairman of the meeting.
29. If at any meeting no member of the Executive Committee is willing to act as chairman or if no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, the members of the Association present shall choose one of their number to be chairman of the meeting.
30. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
31. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands in accordance with Article 37 unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
  - (a) by the chairman; or
  - (b) by at least three members present in person (or, in the case of a corporation, by its representative nominated under the provisions of Article 5) or by proxy; or

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- (c) by any member or members present in person (or, in the case of a corporation, by its representative nominated under the provisions of Article 5) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

The demand for a poll may be withdrawn.

- 32. Except as provided in Article 34, 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.
- 33. 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.

The person nominated by a corporation under the provisions of Article 5 shall alone be entitled to vote for the corporation on a show of hands.

- 34. 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.
- 35. Subject to the provisions of the Acts a resolution in writing, agreed to and signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their representatives nominated under the provisions of Article 5), shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held, and may consist of several documents in like form each signed by one or more members or by their representatives as aforesaid.

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36. All documents circulated to members of the Association by or with the authority of the Executive Committee and, subject to the provisions of Section 146 of Companies Act 1948, all minutes of meetings of the Association, of Specialist Committees and of any other committees of the Association, or of the Executive Committee are confidential and they or their contents must not be communicated to any persons not members of the Association, without the prior written consent of the Executive Committee.

## **VOTES OF MEMBERS**

37. At a general meeting each member of the Association shall have one vote.
38. No member of the Association shall be entitled to vote at any general meeting of the Association unless all monies presently payable by him to the Association have been paid.
39. Where several members or employees of an unincorporated association are admitted to membership of the Association, or where a corporation nominates more than one representative pursuant to Article 5, no such unincorporated association or corporation shall, subject as hereinafter provided, be permitted more than one vote thereby, whether in general meeting or in any meeting of any Specialist Committee or other committee, or otherwise, and accordingly if at any such meeting there shall be present more than one member or employee of any unincorporated association, or more than one representative of any corporation, only one of such persons shall be entitled to vote at such meeting on behalf of such unincorporated association or corporation and the other such persons shall not be entitled to vote, and if any difference shall arise as to which of such persons shall vote, the matter shall be determined by the chairman of the meeting, whose decision shall be final Provided that where a corporation nominates more than one representative pursuant to Article 5 and in addition states that any such person is to represent a particular division of that corporation the corporation shall be permitted one vote for each of its representatives so acting so that each of such persons shall be entitled to one vote.
40. On a poll votes may be given either personally (or, in the case of a corporation by its representative nominated under the provisions of Article 5), or by proxy.

\* Article 19 amended by Special Resolution dated 30 June 2009

\*\* Article 26 amended by Special Resolution dated 30 June 2009

41. No person shall act as proxy unless he is a member of the Association or unless he is a partner or employee of a member of the Association, or unless he is appointed (whether he is the representative of that corporation appointed pursuant to Article 5 or otherwise) to act at the meeting for a corporation.
42. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
43. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or , in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
44. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

#### **BRITISH AEROSOL MANUFACTURERS' ASSOCIATION**

I/We, \_\_\_\_\_ of

being a member( s) of the Association, hereby  
appoint \_\_\_\_\_ of

or failing him \_\_\_\_\_ of

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Association to be held on the day of 20 \_\_\_\_\_ and at any adjournment thereof.

Signed this day \_\_\_\_\_ of \_\_\_\_\_ 20\_\_\_\_\_

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

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

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

## **EXECUTIVE COMMITTEE**

47. The number of the members of the Executive Committee shall not be less than eight nor more than thirteen. The Association may by Ordinary Resolution from time to time increase or reduce the minimum or maximum number of members of the Executive Committee and determine in what rotation such increased or reduced members shall go out of office.
48. The Executive Committee may from time to time and at any time appoint any member of the Association or representative of a member nominated pursuant to Article 5 as a member of the Executive Committee, either to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed maximum be not thereby exceeded. Any member of the Executive Committee so appointed shall retain his office only until the next Annual General Meeting, when he shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Executive Committee who are to retire by rotation at such meeting. In addition the Executive Committee may from time to time and at its discretion co-opt persons to attend and advise the Executive Committee or any Specialist Committee or other committee but such co-opted persons shall have no power to vote at the meetings of the Executive Committee or such Specialist Committee or other committee.
49. At every Annual General Meeting at least one and not more than three of the members of the Executive Committee for the time being exclusive of the Chairman and Vice-Chairman shall retire from membership of the Executive Committee. The number of such retiring members shall be determined by the Executive Committee at least two months prior to the date on which the Annual General Meeting in each year is to be held. A retiring member of the Executive Committee shall retain his

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

membership until the dissolution or adjournment of the meeting at which his successor is elected or at which it is determined not to fill his place.

50. The members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by ballot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Executive Committee shall not be eligible for re-election until the Annual General Meeting following that at which he retires unless he is the Officer appointed as Treasurer, in which case he may stand for re-election at the same Annual General Meeting at which he retires.
51. The Association may, at the meeting at which any members of the Executive Committee retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto unless at such meeting the Association shall determine to reduce the number of members of the Executive Committee.
52. The Secretary of the Association shall before the Annual General Meeting invite members of the Association duly qualified to be present and vote at such meeting to submit written nominations for any vacancy or vacancies on the Executive Committee. All such nominations must be delivered to the Secretary not less than fourteen days before the date of such meeting. The consent of the nominated individual to serve must be obtained by the member making the nomination before the nomination is sent to the Secretary. If sufficient nominations are not received prior to the meeting, additional nominations may be made by the members at the meeting. A member of the Association may nominate himself.
53. All voting for members of the Executive Committee shall be by secret ballot which shall be conducted in accordance with such regulations or conditions as may be prescribed from time to time by the Officers.
54.
  - (a) No person shall be elected as a member of the Executive Committee unless he is a member of the Association, or a representative of a corporation nominated under the provisions of Article 5.
  - (b) It shall not be permissible for more than one member nominated by an unincorporated association under the provisions of Article 6 or for more than one representative of a corporation nominated under the provisions of Article 5 to hold membership of the Executive Committee at the same time.

\* Article 19 amended by Special Resolution dated 30 June 2009

\*\* Article 26 amended by Special Resolution dated 30 June 2009

55. Without prejudice to the provisions of Section 184 of the Companies Act 1948, the Association may by Ordinary Resolution remove any member of the Executive Committee before the expiration of his period of membership of the Executive Committee and may by Ordinary Resolution appoint another person in his stead; but any person so appointed shall retain his membership of the Executive Committee so long only as the member in whose place he is appointed would have held the same if he had not been removed.
56. A member of the Executive Committee may by written notice signed by him or in such other form as the Executive Committee may accept appoint another member of the Association or a representative of a corporation nominated under the provisions of Article 5 to be and act as his alternate at meetings of the Executive Committee at which he is unable to be present. Any such appointment of a person who is not a member of the Executive Committee shall not be effective unless and until such appointment is approved (i) by a resolution of the Executive Committee, or (ii) by a majority of the members of the Executive Committee attending for the purposes of the meeting at which the alternate proposes to be present as such. Every such alternate shall (subject to his giving to the Association an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Executive Committee, and to attend and vote at any such meeting at which the member appointing him is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the member appointing him. Every such alternate shall also be entitled, in the absence from the United Kingdom of the member appointing him, to sign on his behalf a resolution in writing of the Executive Committee. An alternate may not act as chairman of meetings of the Executive Committee. A member of the Executive Committee may by written notice signed by him and deposited at the Office or in such other form as the Executive Committee may accept at any time revoke the appointment of an alternate appointed by him. If a member of the Executive Committee shall cease to hold membership of the Executive Committee for any reason, the appointment of his alternate shall thereupon automatically cease.
57. A member of the Executive Committee may bring an additional person from that member's unincorporated association or corporation (as the case may be) to deliberate at Executive Committee meetings on matters

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

requiring specialised knowledge providing the attendance has previously been advised to the Secretary and approved by a majority of the members of the Executive Committee. Any such person shall not be entitled to vote.

58. The Chairman, or in his absence, the Vice-Chairman, shall be an 'ex- officio' member of any Specialist Committee or other committee which may be appointed under the provisions of Article 63 hereof.

## **OFFICERS**

59. The Executive Committee shall elect from its members annually during the period commencing two months prior to the date on which the Annual General Meeting of the Association is held and ending two months after the date of such meeting a Chairman, Vice-Chairman and Treasurer who shall be the Officers of the Association. The Chairman and Vice-Chairman shall not be eligible for election for more than two consecutive years.

If the Chairman shall vacate office between Annual General Meetings, the Vice-Chairman shall automatically assume the Chairmanship of the Association and shall be eligible for election as Chairman at the next election. The retiring Chairman shall remain a member of the Executive Committee for a year after vacating that office and then shall become one of the retiring members of the Executive Committee.

## **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

60. The office of a member of the Executive Committee shall ipso facto be vacated:-
- (a) If a receiving order is made against him or he suspends payment or makes any arrangement or composition with his creditors, or if elected to membership of the Association pursuant to Article 6 the unincorporated association nominating him is dissolved or becomes bankrupt or compounds with its creditors, or if a representative of a corporation nominated pursuant to Article 5, an order be made or an effective resolution be passed for the winding up of such corporation unless such order or resolution is made by reason or in contemplation of a bona fide reconstruction or amalgamation.

\* Article 19 amended by Special Resolution dated 30 June 2009

\*\* Article 26 amended by Special Resolution dated 30 June 2009

- (b) If he be found lunatic or become of unsound mind.
- (c) If he ceases to be qualified for membership of the Executive Committee pursuant to Article 54(a).
- (d) If by notice in writing to the Association he resigns his office.
- (e) If by a three-fourths majority of the Executive Committee he is called upon to resign his office.
- (f) If, without the written consent of the Executive Committee, he shall have been absent from more than one half of the meetings of the Executive Committee in a period of twelve consecutive months.
- (g) If he is removed from membership of the Executive Committee by a resolution duly passed pursuant to Section 184 of the Companies Act 1948.
- (h) If he shall be removed from office by a resolution duly passed pursuant to Article 55 hereof.
- (i) If he ceases to hold office by virtue of, or is prohibited from holding office by an order made under any of the provisions of the Acts under the provisions of the Insolvency Act 1976.

Provided that until an entry of the vacating of office by a member of the Executive Committee under one of the paragraphs of this Article shall be entered in the minutes of the Executive Committee his acts as a member thereof shall be effectual.

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

61. The business of the Association shall be managed by the Executive Committee and the Executive Committee may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Acts or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to these Articles, to the provisions of the Acts, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

\* Article 19 amended by Special Resolution dated 30 June 2009

\*\* Article 26 amended by Special Resolution dated 30 June 2009

62. The Executive Committee may from time to time appoint such officials, clerical and secretarial staff as it may consider necessary. All such persons shall be appointed for such time, at such remuneration and upon such conditions as the Executive Committee shall think fit, and may also be removed by the Executive Committee.
63. The Executive Committee shall have power to appoint Specialist Committees and other committees of members of the Association with particular terms of reference. The Executive Committee may also dissolve any committees so appointed. Each Specialist Committee and any other committee so appointed may invite, with the approval of the Executive Committee, representatives of outside bodies to serve thereon. Each of the said committees shall have a chairman appointed annually by the Executive Committee and the same chairman may be re-appointed in successive years. The said committees may make recommendations to the Executive Committee but they shall have no power to decide Association policy
64. The Executive Committee shall have the power to enter into contracts with other bodies for the provision of such services as it may consider are required for the purposes of the Association.
65. Subject to any direction given by the Association in general meeting, the Executive Committee shall have power to use and apply funds of the Association for such of the objects of the Association as the Executive Committee may determine and to raise money for the objects of the Association or to borrow with or without security an amount or amounts as required.

## **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

66. Subject to the provisions of these Articles, the Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
67. Five members of the Executive Committee may, and on the request of five members of the Executive Committee the Secretary shall, at any time summon a meeting of the Executive Committee by notice served upon the members of the Executive Committee. A member of the Executive Committee when absent from the United Kingdom shall not be entitled to notice of a meeting.

\* Article 19 amended by Special Resolution dated 30 June 2009

\*\* Article 26 amended by Special Resolution dated 30 June 2009

68. The quorum for a meeting of the Executive Committee shall be six members of the Executive Committee present in person. If within half an hour from the time appointed for a meeting of the Executive Committee a quorum be not present, the meeting shall stand adjourned to the same day in the next week or to such other time and place as the Executive Committee shall decide.
69. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below six, the members for the time being may act for the purpose of filling up vacancies in their body or summoning general meetings of the Association but for no other purpose.
70. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. Each member of the Executive Committee shall have one vote. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
71. At all meetings of the Executive Committee the Chairman or failing him the Vice Chairman shall be chairman. If neither the Chairman nor the Vice Chairman is present at any meeting the members of the Executive Committee present thereat shall elect one of their number to be chairman of such meeting.
72. All acts bona fide done by any meeting of the Executive Committee or of a Specialist Committee or of any other committee or by any person acting as a member of the Executive Committee or of a Specialist Committee or of any other committee shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or some of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee or Specialist Committee or any other committee.
73. The Executive Committee shall cause proper minutes to be made of all meetings of the Association and the Executive Committee recording the names of those present at such meetings and all appointments, resolutions, proceedings, and other business transacted thereat. The minutes of all such meetings, if purported to be signed by the Chairman shall be prima facie evidence of the matters stated therein.

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

74. A resolution in writing signed by all the members for the time being of the Executive Committee or of any Specialist Committee or of any other committee who are entitled to receive notice of the meetings of the relevant committee shall be as valid and effectual in relation to that particular committee as if it had been passed at a meeting of the Executive Committee or such Specialist Committee or of such other committee (as appropriate) duly convened and constituted and may consist of several documents in like form each signed by one or more members of the relevant committee as aforesaid.

## **SECRETARY**

75. Subject to section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it. The Executive Committee may from time to time by resolution appoint an assistant or deputy to the Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
76. Any provision of the Acts or of these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in place of, the Secretary.
77. The Executive Committee shall provide for the safe custody of the Seal, which shall only be used with the authority of the Executive Committee or committee authorised in that behalf by the Executive Committee. Every instrument to which the Seal is affixed shall be signed by a member of the Executive Committee and countersigned by a second member of the Executive Committee or by the Secretary.

## **ACCOUNTS**

78. The Executive Committee shall cause accounting records to be kept in accordance with of the Companies Act 1976.
79. The accounting records shall be kept at the Office or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee and the Secretary.

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

80. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members of the Association not being members of the Executive Committee or the Secretary and no member (not being any such person as aforesaid) shall have any right of inspecting any accounts and books of the Association except as conferred by statute, or authorised by the Executive Committee or by the Association in general meeting.
81. The Executive Committee shall from time to time in accordance with Sections 150 and 157 of the Companies Act 1948 and Sections 1,6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
82. A copy of every balance sheet and income and expenditure account which is to be laid before the Association in general meeting (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than twenty-one days before the date of the meeting be sent to every member of, and holder of debentures of, the Association and to the Auditors and any other persons entitled to receive notices of general meetings Provided that this Article shall not require a copy of those documents to be sent to more than one of the joint holders of any debentures or to any person of whose address the Association is not aware.

## **AUDIT**

83. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

## **NOTICES**

84. Any notice or document may be served by the Association on any member either personally or by sending it by post in a prepaid letter addressed to such member at the registered address as appearing in the register of members or if he has no registered address in the United Kingdom to such other address within the United Kingdom as he may supply to the Association for the giving of notices to him.

- \* Article 19 amended by Special Resolution dated 30 June 2009
- \*\* Article 26 amended by Special Resolution dated 30 June 2009

85. Any notice or document served by post shall be deemed to have been served at the expiration of 48 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

## **INDEMNITY**

86. The members of the Executive Committee, Auditors, Secretary and other officials and staff, appointed under these Articles for the time being of the Association, and the trustees (if any) for the time being acting in relation to any of the affairs of the Association, and all of them, and all of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators 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 neglects, or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Association 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 Provided always that this Article shall only have effect subject to the provisions of Section 205 of the Companies Act 1948.

\* Article 19 amended by Special Resolution dated 30 June 2009  
\*\* Article 26 amended by Special Resolution dated 30 June 2009

## **NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

I. R. Brash  
Sales Manager,  
for and on behalf of  
THE CROWN CORK COMPANY LIMITED  
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A company limited by shares

H. Mitchell  
Secretary, for and on behalf of  
THE WELLCOME FOUNDATION LIMITED  
registered office:  
P.O. Box 129  
The Wellcome Building  
183 Euston Road  
London NW1 2BP

A company limited by shares

Dated the ninth day of September 1983.

WITNESS to the above Signatures:-

Witness to the signature of  
Mr. H. Mitchell:

C. E. Slight,  
183, Euston Road,  
London, NW1 2BP

Solicitor

Witness to the signature of  
Mr. I. R. Brash

M. J. Gibson  
Scott's Road,  
Southall,  
Middlesex UB2 5DH

Secretary