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

ARTICLES OF ASSOCIATION

of

BRITISH AEROSOL MANUFACTURERS' ASSOCIATION

Adopted by special resolution passed on 15th October 2025



(incorporated on 20 October 1983)

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF BRITISH AEROSOL MANUFACTURERS' ASSOCIATION

1. INTERPRETATION

- 1.1. 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:-

<u>Words</u>	<u>Meanings</u>
"the Act"	the Companies Act 2006 and every statutory amendment or modification thereof in force from time to time.
"Associate Members"	has the meaning given in article 12.1.
"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 Act and Article 26.1.
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
"Board of Directors"	The board of directors for the time being of the Association constituted pursuant to the provisions of these Articles.
"Business Day"	means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business.
"Conflict"	means a situation in which a member of the Board of Directors has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company.
"electronic form"	has the meaning given in section 1168 of the Act.
"Eligible Director"	means a member of the Board of Directors who would be entitled to vote on the matter at a meeting of the Board of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 23, any member of the Board of Directors whose vote is not to be counted in respect of the particular matter).

"Interested Director"	has the meaning given in article 23.1.
"the Office"	The registered office for the time being of the Association.
"the Officers"	The Chair, Vice Chair and Treasurer elected pursuant to the provisions of Article 19.1.
"these Articles"	These Articles of Association as from time to time altered by Special Resolution.
"the Seal"	The Common Seal of the Association.
"Specialist Committee"	A committee appointed by the Board of Directors pursuant to Article 21.3.
"the United Kingdom"	Great Britain and Northern Ireland.
"in writing"	Means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
"month"	Calendar month.
"year"	Calendar year.

- 1.2. Words importing the singular number only shall include the plural number and vice versa.
- 1.3. Words importing one gender only shall include the other.
- 1.4. Words importing persons shall include corporations.
- 1.5. Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meanings in these Articles.

2. OBJECTS

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 Board of Directors 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 Board of Directors.
- (f) To provide a forum for members' views on any relevant issue so that policies may be formulated.
- (g) To negotiate and maintain close and regular contacts and communication with His Majesty's Ministers, Government Departments, planning bodies sponsored by His 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 Board of Directors.
- (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 3 and 4 hereof.
- (n) To appoint such employees of the Association and engage such consultants as may be considered necessary or desirable by the Board of Directors 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 Board of Directors if considered desirable by the Board of Directors either by fees or by way of an honorarium or otherwise.
- (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 Board of Directors 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 Board of Directors 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 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 dependents 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 Board of Directors may consider desirable.
- (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 Board of Directors are conducive to the attainment of the above objects or any of them.

3. INCOME

- 3.1. 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 these Articles 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.
- 3.2. 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 Board of Directors for any services rendered to the Association or to the Board of Directors;
 - (b) of interest on money lent by any member of the Association or of its Board of Directors 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 Board of Directors;
 - (d) of out of pocket expenses to any member, employee, consultant or agent of the Association or any member of the Board of Directors or of any Specialist Committee or of any other committee incurred in the performance of their duties in connection with the affairs of the Association or in connection with any services rendered to the Association.

4. WINDING UP

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 3 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).

5. GUARANTEE

5.1. The liability of the members is limited.

5.2. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Association contracted before they cease 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).

6. MEMBERS

The members of the Association shall be such persons as the members of the Board of Directors shall elect to membership of the Association and whose names shall be placed by the authority of the Board of Directors on the register of members. Every such person becoming a member of the Association as aforesaid shall remain a member until they (as the case may be) shall cease to be a member by virtue of some provision hereinafter contained.

7. ELIGIBILITY FOR MEMBERSHIP

Unless the Board of Directors 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 8 hereof, unless they are, or to the satisfaction of the Board of Directors intend to be, subject as aforesaid, intend to be, whether in a consultative capacity or otherwise, actually engaged directly or indirectly in the aerosol industry and has or, subject as aforesaid, intend to have a genuine commercial interest therein.

8. MEMBERSHIP OF CORPORATIONS

A corporation being a member shall nominate a person subject to the approval of the Board of Directors to act as its representative and for the purpose of such approval shall give all information that may be reasonably required by the Board of Directors Provided that such representative shall be a director or responsible executive of the corporation. Such representatives 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 Board of Directors) nominate another representative in their place. All nominations and revocations and all statements made pursuant to the proviso to Article 17.3 shall be in writing and shall be deposited with the Board of

Directors as soon as possible. The Board of Directors 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 17.3 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.

9. APPLICATION FOR MEMBERSHIP

- 9.1. Every applicant for election as a member of the Association shall forward to the Board of Directors an application in writing for election in such form as the Board of Directors shall require. Such application shall unless otherwise directed by the Board of Directors 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.
- 9.2. Every such application for election shall be considered by the Board of Directors and may be acceded to or refused at its absolute discretion. The Board of Directors may at any time require evidence as regards eligibility to be furnished by such applicant or by any member. Every decision of the Board of Directors 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 Board of Directors shall not be bound to give any reasons for its decision.
- 9.3. The rights and privileges of a member of the Association shall be personal to them and shall not be transferable or transmissible by operation of law or otherwise howsoever.

10. SUBSCRIPTIONS

- 10.1. 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 Board of Directors 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 Board of Directors.
- 10.2. 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. A new member, joining after 30th June, will commit to full membership for the following year.
- 10.3. Upon the subscription of a member of the Association becoming three months overdue, all their rights and privileges of membership shall be forfeited, and their name may be posted in an arrears list at the Office. If upon the expiration of a further three months thereafter they shall have failed to pay all arrears then owing to the Association, they shall cease to be a member. The arrears of subscription shall remain a debt due to and recoverable by the Association. The Board of Directors 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 Board of Directors shall think fit.

11. TERMINATION OF MEMBERSHIP

- 11.1. 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, has an order 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 their creditors, or becomes of unsound mind;
 - (c) a member resigns by giving not less than one month's notice in writing thereof to the secretary of the Association;
 - (d) a member having been elected pursuant to Article 8 hereof, the Board of Directors give notice to terminate their membership pursuant to that Article, or their nomination is revoked pursuant to Article 8 hereof;
 - (e) a member shall be guilty of conduct which in the opinion of the Board of Directors renders them unfit to continue as a member of the Association, and the Board of Directors, after having given them an opportunity of being heard by it upon the question of such conduct, passes a resolution excluding them from the Association;
 - (f) in pursuance of a resolution passed by a three-quarters 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 their membership;
 - (g) a member of the Association shall cease to be a member as provided by Article 10.3 hereof;
 - (h) a member of the Association ceases to have the qualifications for remaining a member prescribed by Article 7 hereof;
- 11.2. A member of the Association who ceases for any reason 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 their membership ceased were due from them to the Association, or which may by virtue of their liability under these Articles become payable by them.
- 11.3. A Member whose Membership is terminated for any reason shall not be entitled to a refund of any subscription or membership fee.

12. ASSOCIATE MEMBERS

- 12.1. The Board of Directors 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 Board of Directors 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. ("Associate Members").
- 12.2. The Board of Directors 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 the Associate Member.

- 12.3. 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 Board of Directors or to receive publications of the Association, but an Associate Member may at the instance of the Board of Directors be invited to attend at any meeting of the Board of Directors or of the Association to advise and assist in matters as the Board of Directors shall determine, but shall not be entitled to vote at any such meeting.
- 12.4. An Associate Member shall cease to be an Associate Member when they resign as such by notice in writing to the Association or if by resolution of the Board of Directors their designation is revoked.
- 12.5. A separate register of Associate Members shall be kept by the Association.

13. GENERAL MEETINGS

- 13.1. 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. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint.
- 13.2. The Board of Directors may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on such requisition of members pursuant to the provisions of the Act.

14. NOTICE OF GENERAL MEETINGS

- 14.1. A general meeting and a meeting called for the passing of a special resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the 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 per cent of the total voting rights at that meeting of all the members.
- 14.2. 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.

15. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 15.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 15.2. A person is able to exercise the right to vote at a general meeting when;
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 15.3. The Board of Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 15.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 15.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

16. PROCEEDINGS AT GENERAL MEETINGS

- 16.1. All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board of Directors and Auditors and confirming the appointment of the Auditors.
- 16.2. 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.
- 16.3. 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 Board of Directors 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.

- 16.4. The Chair, or in their absence the Vice Chair, of the Board of Directors shall preside as chair 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 Board of Directors present shall elect one of their number to be chair of the meeting.
- 16.5. If at any meeting no member of the Board of Directors is willing to act as chair or if no member of the Board of Directors 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 chair of the meeting.
- 16.6. The chair 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.
- 16.7. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chair; 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 8) or by proxy; or
 - (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 8) 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.
- 16.8. Unless a poll be so demanded a declaration by the chair 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 if:
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- 16.9. Except as provided in Article 16.12, if a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 16.10. In the case of an equality of votes, whether on a show of hands or on a poll, the chair 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.

- 16.11. The person nominated by a corporation under the provisions of Article 8 shall alone be entitled to vote for the corporation on a show of hands.
- 16.12. A poll demanded on the election of a chair, 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 chair 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.
- 16.13. Subject to the provisions of the Act 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 8), 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.
- 16.14. All documents circulated to members of the Association by or with the authority of the Board of Directors and, all minutes of meetings of the Association, of the Board of Directors, of Specialist Committees and of any other committees of the Association, or of the Board of Directors 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 Board of Directors.

17. VOTES OF MEMBERS

- 17.1. Subject to the Act, at any general meeting:
 - (a) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and
 - (b) every Member present in person (or by proxy) shall on a poll have one vote.
- 17.2. No member of the Association shall be entitled to vote at any general meeting of the Association unless all monies presently payable by them to the Association have been paid.
- 17.3. A Member may only vote by proxy if the matter relates to approving the annual report and/or the annual accounts. A proxy vote will not be valid for voting on the retirement and/or election of members to the Board of Directors.
- 17.4. Where a corporation nominates more than one representative pursuant to Article 8, no such 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 representative of any corporation, only one of such persons shall be entitled to vote at such meeting on behalf of such 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 chair of the meeting, whose decision shall be final. Provided that where a corporation nominates more than one representative pursuant to Article 8 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.
- 17.5. 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 8), or by proxy.

- 17.6. No person shall act as proxy unless they are a member of the Association or unless they are a partner or employee of a member of the Association, or unless they are appointed (whether they are the representative of that corporation appointed pursuant to Article 8 or otherwise) to act at the meeting for a corporation.
- 17.7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of their 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.
- 17.8. 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, and in default the instrument of proxy shall not be treated as valid.
- 17.9. 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 them _____ 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

- 17.10. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 17.11. 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.

18. BOARD OF DIRECTORS

- 18.1. The number of the members of the Board of Directors 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 Board of Directors and determine in what rotation such increased or reduced members shall go out of office.
- 18.2. The Board of Directors may from time to time and at any time appoint any member of the Association or representative of a member nominated pursuant to Article 8 as a member of the

Board of Directors, either to fill a casual vacancy or by way of addition to the Board of Directors, provided that the prescribed maximum be not thereby exceeded. Any member of the Board of Directors so appointed shall retain their office only until the next Annual General Meeting, when they must make themselves available for re-election but shall not be taken into account in determining the number of members of the Board of Directors who are to retire by rotation at such meeting. In addition the Board of Directors may from time to time and at its discretion co-opt persons to attend and advise the Board of Directors or any Specialist Committee or other committee but such co-opted persons shall have no power to vote at the meetings of the Board of Directors or such Specialist Committee or other committee and their appointment (whether initial or by re- appointment) shall not exceed a term of 12 months and any reappointment shall require a resolution of the Board of Directors.

- 18.3. Subject to Article 18.4, at every Annual General Meeting at least one and not more than three of the members of the Board of Directors for the time being exclusive of the Chair and Vice- Chair shall retire from membership of the Board of Directors. The number of such retiring members shall be determined by the Board of Directors 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 Board of Directors shall retain their membership until the dissolution or adjournment of the meeting at which their successor is elected or at which it is determined not to fill their place.
- 18.4. Notwithstanding the provisions of Article 18.3 if, two months prior to the date on which an Annual General Meeting is to take place, there are two or more vacancies on the Board of Directors which are to be filled by that Annual General Meeting, then providing that there are fewer nominations from the membership to fill those vacancies, the Board of Directors may in its absolute discretion nominate one or more members due to retire at that Annual General Meeting to serve for an additional one year term (commencing on the date of the Annual General Meeting) to the Board of Directors. Upon expiration of the additional one-year term the nominated member may be appointed for an additional year, at the discretion of the Board of Directors.
- 18.5. The members of the Board of Directors to retire in every year in accordance with Article 18.3 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 their last election or appointment. A retiring member of the Board of Directors shall not be eligible for re-election until the Annual General Meeting following that at which they retire unless they are the Officer appointed as Treasurer or they are a member reappointed in accordance with Article 18.4, in which case they may stand for re-election at the same Annual General Meeting at which they retire.
- 18.6. The Association may, at the meeting at which any members of the Board of Directors 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 Board of Directors.
- 18.7. 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 Board of Directors. 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. A member of the Association may nominate themselves/itself.

All voting in relation to members of the Board of Directors shall be by secret ballot which shall be conducted by electronic voting. The mechanism to vote electronically is to be agreed and prescribed by the Board of Directors from time to time. Electronic voting shall take place 7 days before the date of each Annual General Meeting.

- 18.8. In accordance with Article 18.8 the electronic voting mechanism shall be used either to appoint new members to the Board of Directors, or to ratify appointments made by the Association to the Board of Directors during the year preceding each Annual General Meeting.
- 18.9. No person shall be elected as a member of the Board of Directors unless they are a member of the Association, or a representative of a corporation nominated under the provisions of Article 8. It shall not be permissible for more than one representative of a corporation nominated under the provisions of Article 8 to hold membership of the Board of Directors at the same time.
- 18.10. Without prejudice to the provisions of Section 168 of the Act, the Association may by Ordinary Resolution remove any member of the Board of Directors before the expiration of their period of membership of the Board of Directors and may by Ordinary Resolution appoint another person in their stead; but any person so appointed shall retain their membership of the Board of Directors so long only as the member in whose place they are appointed would have held the same if they had not been removed.
- 18.11. A member of the Board of Directors may by written notice signed by them or in such other form as the Board of Directors may accept appoint another member of the Association or a representative of a corporation nominated under the provisions of Article 8 to be and act as their alternate at meetings of the Board of Directors at which they are unable to be present. Any such appointment of a person who is not a member of the Board of Directors shall not be effective unless and until such appointment is approved (i) by a resolution of the Board of Directors, or (ii) by a majority of the members of the Board of Directors attending for the purposes of the meeting at which the alternate proposes to be present as such. Every such alternate shall (subject to their giving to the Association an address within the United Kingdom at which notices may be served upon them) be entitled to notice of meetings of the Board of Directors, and to attend and vote at any such meeting at which the member appointing them is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the member appointing them. Every such alternate shall also be entitled, in the absence from the United Kingdom of the member appointing them, to sign on their behalf a resolution in writing of the Board of Directors. An alternate may not act as chair of meetings of the Board of Directors. A member of the Board of Directors may by written notice signed by them and deposited at the Office or in such other form as the Board of Directors may accept at any time revoke the appointment of an alternate appointed by them. If a member of the Board of Directors shall cease to hold membership of the Board of Directors for any reason, the appointment of their alternate shall thereupon automatically cease.
- 18.12. A member of the Board of Directors may bring an additional person from that member's corporation (as the case may be) to deliberate at meetings of the Board of Directors on matters requiring specialised knowledge providing the attendance has previously been advised to the secretary and approved by a majority of the members of the Board of Directors. Any such person shall not be entitled to vote.
- 18.13. The Chair, or in their absence, the Vice-Chair, shall be an 'ex- officio' member of any Specialist Committee or other committee which may be appointed under the provisions of Article 22.3 hereof.

19. OFFICERS

- 19.1. The Board of Directors 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 Chair, Vice-Chair and Treasurer who shall be the Officers of the Association. The Chair and Vice-Chair shall not be eligible for election for more than two consecutive years.
- 19.2. If the Chair shall vacate office between Annual General Meetings, the Vice-Chair shall automatically assume the position of Chair of the Association and shall be eligible for election as Chair at the next election. The retiring Chair shall remain a member of the Board of Directors for a year after vacating that office and then shall become one of the retiring members of the Board of Directors.

20. DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 20.1. The office of a member of the Board of Directors shall ipso facto be vacated if:-
- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) a representative of a corporation nominated pursuant to Article 8, 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;
 - (f) they cease to be qualified, for membership of the Board of Directors pursuant to Article 18.9;
 - (g) by notice in writing to the Association they resign their office;
 - (h) by a three quarters majority of the Board of Directors they are called upon to resign their office;
 - (i) without the written consent of the Board of Directors, they shall have been absent from more than one half of the meetings of the Board of Directors in a period of twelve consecutive months; and
 - (j) he shall be removed from office by a resolution duly passed pursuant to Article 18.10 hereof.
- 20.2. Provided that until an entry of the vacating of office by a member of the Board of Directors under one of the paragraphs of this Article shall be entered in the minutes of the Board of Directors their acts as a member thereof shall be effectual.

21. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- 21.1. The business of the Association shall be managed by the Board of Directors and the Board of Directors 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 Act 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 Act, 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 Board of Directors which would have been valid if such regulation had not been made.
- 21.2. The Board of Directors 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 Board of Directors shall think fit, and may also be removed by the Board of Directors.
- 21.3. The Board of Directors shall have power to appoint Specialist Committees and other committees of members of the Association with particular terms of reference. The Board of Directors may also dissolve any committees so appointed. Each Specialist Committee and any other committee so appointed may invite, with the approval of the Board of Directors, representatives of outside bodies to serve thereon. Each of the said committees shall have a chair appointed annually by the Board of Directors and the same chair may be re-appointed in successive years. The said committees may make recommendations to the Board of Directors but they shall have no power to decide Association policy.
- 21.4. The Board of Directors 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.
- 21.5. Subject to any direction given by the Association in general meeting, the Board of Directors shall have power to use and apply funds of the Association for such of the objects of the Association as the Board of Directors 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.

22. PROCEEDINGS OF THE BOARD OF DIRECTORS

- 22.1. Subject to the provisions of these Articles, the Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 22.2. Five members of the Board of Directors may, and on the request of five members of the Board of Directors the Secretary shall, at any time summon a meeting of the Board of Directors by notice served upon the members of the Board of Directors. A member of the Board of Directors when absent from the United Kingdom shall not be entitled to notice of a meeting.
- 22.3. The quorum for a meeting of the Board of Directors shall be six members of the Board of Directors either present in person or present by virtual means. If within half an hour from the time appointed for a meeting of the Board of Directors 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 Board of Directors shall decide.
- 22.4. The members for the time being of the Board of Directors 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.

- 22.5. Questions arising at any meeting of the Board of Directors shall be determined by a majority of votes. Each member of the Board of Directors shall have one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 22.6. At all meetings of the Board of Directors the Chair or failing them the Vice Chair shall be chair. If neither the Chair nor the Vice Chair is present at any meeting the members of the Board of Directors present thereat shall elect one of their number to be chair of such meeting.
- 22.7. All acts bona fide done by any meeting of the Board of Directors or of a Specialist Committee or of any other committee or by any person acting as a member of the Board of Directors 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 Board of Directors or Specialist Committee or any other committee.
- 22.8. The Board of Directors shall cause proper minutes to be made of all meetings of the Association and the Board of Directors 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 Chair shall be prima facie evidence of the matters stated therein.
- 22.9. A resolution in writing signed by all the members for the time being of the Board of Directors 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 Board of Directors 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.

23. CONFLICTS OF INTEREST

- 23.1. The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an Interested Director) breaching their duty to avoid conflicts of interest under section 175 of the Act.
- 23.2. Any authorisation under this Article 23 shall be effective only if:
 - 23.2.1. to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the Board of Directors under the provisions of these Articles or in such other manner as the Board of Directors may determine;
 - 23.2.2. any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 23.2.3. the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

- 23.3. Any authorisation of a Conflict under this Article 23 may (whether at the time of giving the authorisation or subsequently):
- 23.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 23.3.2. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Board of Directors or otherwise) related to the Conflict;
 - 23.3.3. provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Board of Directors in relation to any resolution related to the Conflict;
 - 23.3.4. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - 23.3.5. provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, they shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
 - 23.3.6. permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Board of Directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 23.4. Where the Board of Directors authorises a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 23.5. The Board of Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 23.6. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Board of Directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 23.7. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:
- 23.7.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;

- 23.7.2. shall be an Eligible Director for the purposes of any proposed decision of the Board of Directors (or Specialist Committee or other committee of directors) in respect of such existing or proposed transaction or arrangement in which they are interested;
- 23.7.3. shall be entitled to vote at a meeting of Board of Directors (or of a Specialist Committee or any other committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;
- 23.7.4. may act by themselves or their firm in a professional capacity for the Association (otherwise than as Auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a director;
- 23.7.5. may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and
- 23.7.6. shall not, save as they may otherwise agree, be accountable to the Association for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derive from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

24. SECRETARY

- 24.1. Subject to the provisions of the Act the secretary shall be appointed by the Board of Directors 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 Board of Directors 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.
- 24.2. Any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a member of the Board of Directors and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board of Directors and as, or in place of, the secretary.
- 24.3. The Board of Directors shall provide for the safe custody of the Seal which shall only be used with the authority of the Board of Directors or committee authorised in that behalf by the Board of Directors. Every instrument to which the Seal is affixed shall be signed by a member of the Board of Directors and countersigned by a second member of the Board of Directors or by the secretary.

25. ACCOUNTS

- 25.1. The Board of Directors shall cause accounting records to be kept in accordance with of the Act.
- 25.2. The accounting records shall be kept at the Office or, subject to Section 388 of the Act, at such other place or places as the Board of Directors think fit, and shall always be open to the inspection of the members of the Board of Directors and the secretary.
- 25.3. The Board of Directors 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 Board of Directors 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 Board of Directors or by the Association in general meeting.

26. AUDIT

- 26.1. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

27. NOTICES

- 27.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- 27.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- 27.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 27.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 27.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

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

- 27.2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

28. INDEMNITY AND INSURANCE

- 28.1. Subject to Article 28.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 28.1.1. each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of

any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated company's) affairs; and

- 28.1.2. The Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in Article 28.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 28.2. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 28.3. The Board of Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.
- 28.4. In this Article 28:
 - 28.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 28.4.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and
 - 28.4.3. a **relevant officer** means any director or other officer or former director or other officer of the Association but excluding in each case any person engaged by the Association (or associated company) as auditor (whether or not they are also a director or other officer), to the extent they act in their capacity as auditor).