

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BRITISH SOFT DRINKS ASSOCIATION LIMITED**

A Company Limited by Guarantee and not having a Share Capital  
(Adopted by special resolution passed on 8 May 2018)

**INTERPRETATION**

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

<u>Words</u>	<u>Meanings</u>
"the Association"	The British Soft Drinks Association Limited
"the Statutes"	The Companies Act 2006 and every other statute for the time being in force and affecting the Association
"the Act"	the Companies Act 2006
"the Articles"	these Articles of Association as originally framed or as altered from time to time by Special Resolution
"the Council"	the Council of the Association or the Members of the Council present at a duly convened Meeting of the Council at which a quorum is present
"the Office"	the Registered Office of the Association
"Soft Drink"	any liquid defined as a soft drink in the Soft Drink Regulations 1964 (as they were before revocation); freeze drinks as defined in the Preservatives in Food Regulations 1975 as amended or replaced by substituted legislation; fruit juice and fruit nectar as defined in the Fruit Juices and Fruit Nectars Regulation 1977 as amended or replaced by substituted legislation; vegetable juice; bottled waters as defined in the Natural Mineral Water, Spring Water and other Bottled Waters Regulations 1999

"Member"	an Ordinary, Factor, Associate or Honorary Member of the Association
"Subscription"	the annual subscription payable by Members in accordance with the Articles
"Subscription Turnover"	the annual turnover (as defined in section 474 of the Act) in the UK in respect of Soft Drink manufactured and packed by or on behalf of the Member in the preceding Calendar Year excluding:- (a) container deposits (b) contract bottling included within the annual subscription turnover of another Ordinary Member
"Calendar Year"	from 1 <sup>st</sup> January to 31 <sup>st</sup> December inclusive
"Month"	Calendar month
"the Industry"	the Soft Drinks Industry
"the Secretary"	the Secretary of the Association including a temporary Secretary
"the United Kingdom"	Great Britain, Northern Ireland, the Isle of Mann and the Channel Isles

And writing shall include printing and lithography and any other mode or modes or representing or reproducing words in a visible form;

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; and

References to sales of Soft Drinks by a Member or to the type or classification of a Member's business shall, in the case of an Ordinary Member who is a Partner of a Firm, be deemed to refer to the sales of Soft Drinks by, or to the type or classification of the business of the Firm in which such Ordinary Member is a partner

2. Subject to the last preceding Article, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles
3. The name of the Company (hereinafter called "the Association") is "THE BRITISH SOFT DRINKS ASSOCIATION LIMITED"

## **GENERALLY**

4. The objects for which the Association is established are: -
- (a) To take over from the liquidator of THE NATIONAL ASSOCIATION OF SOFT DRINKS MANUFACTURERS all or such of the surplus assets of that Association as may be lawfully taken over and to indemnify the trustees and executive officers of such Association against any liabilities incurred by them.
  - (b) To originate and promote improvements in the law in the interests of the Soft Drinks Industry, and to oppose any alteration therein which may be deemed prejudicial to the Industry, and to effect improvements in administration and, for the purpose of the aforesaid, to petition Parliament, and to take such other steps and proceedings as may be deemed expedient.
  - (c) To provide legal assistance for Members or other persons interested in the Soft Drinks Industry in cases of general importance to the Industry, but so that the Association shall not commit any breach or infringement of the law relating to champerty or maintenance.
  - (d) To promote by advertising or otherwise the public relations of the Trade and public demand for the products of the Soft Drinks Industry.
  - (e) To promote or assist in the promotion of or to take part in any Exhibition or Displays to further the interests of the Industry.
  - (f) To do all things conducive or incidental to the maintenance of reasonable conditions of sale of the products of the Soft Drinks Industry.
  - (g) To promote technical advancement in the manufacture of Soft Drinks by research, the collection, the analysis, and dissemination of information and furnishing of technical assistance to Members, and to set up or assist Technical Laboratories in connection therewith, and to do all things conducive or incidental thereto.
  - (h) To raise a fund or funds by annual subscription, entrance fees, donations, fines or levies for use in the defence of the Industry or otherwise for furthering these objects.

- (i) To purchase, lease, hire or otherwise acquire any lands, tenements, warehouses, storehouses, plant, machinery or other property necessary or convenient for carrying out any of the purposes of the Association.
- (j) To borrow any money required for the purposes of the Association upon such terms and on such securities as may be determined.
- (k) To provide for and be a central medium of information available for Members of the Association and others interested in the Soft Drinks Industry, and to diffuse amongst its Members and such other persons interested in the Soft Drinks Industry, as may be deemed expedient information on all matters affecting the Soft Drinks Industry, and to print, publish, issue and circulate such papers, periodicals, journals, magazines, books, circulars and other literary undertakings as may seem conducive to any of these objects..
- (l) To confer, collaborate, or accept affiliation with any industry or organisation, whether in the United Kingdom or in any other country, including any other bona fide organisation in the Soft Drinks Industry, for the protection or advancement of the interests of the Industry or of any section thereof.
- (m) To collect statistics and any information relative to output, turnover, employment and consumption of materials within the Soft Drinks Industry.
- (n) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons who may be or have been engaged in the Soft Drinks Industry or dependent upon any persons engaged therein, and to contribute to or otherwise assist any charitable institutions or undertakings.
- (o) To provide for the welfare of employees or persons who have been employees of the Association, including dependents of such employees, whether by way of pension or otherwise.
- (p) To act in general as the central representative organisation of the Soft Drinks Industry in negotiation with Government departments

or other authorities or organisations, particularly with regard to standards of production and hygiene.

- (q) To arbitrate (if and when requested to do so) upon disputes arising between Members.
- (r) To admit any person or company to be Associate or Honorary Members of the Association on such terms and to confer on them such rights and privileges as may seem expedient.
- (s) To pay out of the funds of the Association all expenses of or incidental to the formation of the Association.
- (t) To promote the consideration and discussion of all questions affecting the Soft Drinks Industry, and generally to watch over, protect and advance the interests of persons engaged in the Industry, and to do anything conducive or incidental to the attainment of all or any of the above objects.

5. The Office shall be at such place in England as the Council shall from time to time determine
6. The liability of the Members is limited.
7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, the same not to exceed one pound.

### **CLASSES OF MEMBERSHIP**

8. The number of Members with which the Association proposes to be registered is One thousand, but the Council may from time to time register an increase in Members
9. Membership may be Ordinary, Factor, Associate or Honorary
10. Applications for Membership in all classes shall be made in the form which shall from time to time be prescribed by the Council and the Council shall be empowered to accept or reject such applications

## **ORDINARY MEMBERSHIP**

11.

- (a) Any Corporation or individual being the proprietor of or, in the case of a Firm, a partner in a business manufacturing Soft Drinks in the United Kingdom shall be eligible for Ordinary Membership
- (b) Any Corporation (not otherwise eligible for Ordinary Membership) who is the franchisor of a Soft Drink trade mark or trade name shall also be eligible for Ordinary Membership
- (c) Any Corporation or individual which is eligible for Factor Membership under Article 12 shall, if the Council so resolves in its absolute discretion, be eligible for Ordinary Membership. Any Factor Member which applies and is accepted to become an Ordinary Member shall automatically cease to be a Factor Member on the date on which it becomes an Ordinary Member and, for the avoidance of doubt, shall not be eligible for Factor Membership at any time thereafter notwithstanding that it may cease to be an Ordinary Member

## **FACTOR MEMBERSHIP**

12. Any Corporation or individual (not eligible for Ordinary Membership) trading as a specialist soft drink wholesaler in the United Kingdom shall be eligible for Factor Membership

## **ASSOCIATE MEMBERSHIP**

13. Any Corporation or individual engaged in the supply of machinery, materials or services to Ordinary or Factor Members, or retailers of soft drinks, not eligible for Ordinary or Factor Membership, shall be eligible for Associate Membership

## **HONORARY MEMBERSHIP**

14. The Council shall be empowered to grant Honorary Membership to any person in recognition of outstanding service to the Industry. Such Honorary Membership may be expressed to be granted for life where the person honoured has rendered the Industry outstanding service over a long period Honorary Life Membership shall be granted subject to the fulfilment of the following conditions:-

- (a) Nomination must be made to the Secretary in writing signed by a Member of the Council as proposer and five other supporting members,

- not less than 21 days before the meeting of the Council at which the application is considered;
- (b) Not less than 7 days prior to the date of the meeting at which it is to be considered the Secretary shall advise the Council of the proposal. The person proposed to be honoured shall not be present at the meeting at which the proposal is considered;
  - (c) Voting shall be by ballot and the proposal shall be deemed not to be carried unless it has been passed by a majority of not less than three fourths of the members of the Council present at the Council Meeting at which the proposition is voted upon

### **TERMINATION OF MEMBERSHIP**

- 15. A Member may resign his Membership by six months' notice in writing to the Secretary, but shall remain liable for the annual subscription due from him at the date of the expiration of such notice. Pursuant to Article 89 the annual subscription falls due for payment on 1<sup>st</sup> January in each year whether or not it has been demanded by that date. If evidence of Subscription Turnover has not been provided to the Association within the period of the three months' notice then the Subscription shall be calculated by reference to the Subscription Turnover last determined.
- 16. Any Member becoming bankrupt or executing a Deed of Assignment for the benefit or compounding with his creditors or, in the case of the Company, going into liquidation (except for the purpose of amalgamation or reconstruction) shall ipso facto cease to be a Member
- 17. The Council may (after one month's notice in writing of the intention to do so) cancel the Membership of any Member whose subscription is unpaid for three months after the payment shall have been demanded, or who fails to make a return of sales in accordance with these Articles within two months of being requested to do so by the Secretary
- 18. The Council shall have power to expel from Membership of the Association any Member for conduct contrary to the objects of the Association or the interests of its Members generally, or for a breach of any of these Articles  
Provided that before the power of expulsion is exercised (a) a full and proper inquiry shall be instituted into such misconduct; (b) the Member in default shall be entitled to make written and/or oral representations to the Council; and (c)

he shall be given a reasonable opportunity of purging such misconduct on his part if it is capable of being purged

19. Any Member so expelled or whose Membership is cancelled shall cease to have any right, title, interest, claim or property in the assets of the Association, or be entitled to any of the privileges or benefits of its Members or any of the activities conducted by it

#### **AFFILIATION**

20. Power to grant affiliation shall be vested in the Council, to whom written application for affiliation shall be made

#### **GENERAL MEETINGS**

21. 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 fifteen 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. The Annual General Meeting shall be held at such time and place as the Council shall appoint

22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
23. The Council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition in writing of twenty or more Ordinary Members. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any Council Member may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Council

#### **NOTICE OF GENERAL MEETINGS**

24. 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 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 the 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

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

#### **PROCEEDINGS AT GENERAL MEETINGS**

26. 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 accounts, balance sheets and the report of the Council and Auditors, the election of Council and the appointment of and the fixing of the remuneration of the Auditors
27. 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, ten Ordinary Members present in person or by representative appointed in accordance with Article 46 shall be a quorum
28. 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 Council 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 Members present shall be a quorum
29. The President or, in his absence, the Vice-President shall preside at every General Meeting of the Association
30. If there be no such President or Vice-President, or if at any Meeting neither of those offices be present within fifteen minutes after the time appointed for holding the Meeting, or if neither of them be willing to act as Chairman, the Members of the Council present shall choose one of their number to act, or, if one Member of the Council only be present, he shall preside as Chairman if willing to act. If no member of the Council be present, or if all the Members of the Council present decline to take the chair, the Ordinary Members present shall choose one of their number to be Chairman

31. 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 ordinary Meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned Meeting.
32. 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 Chairman; or
  - (b) By at least three Ordinary Members present in person or by representative appointed in accordance with Article 46 or by proxy
- 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.
33. A poll shall be taken by the Secretary at such time and place as shall be determined by the Chairman of the Meeting
34. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded
35. In the case of an equality of votes, whether on 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

### **VOTES OF MEMBERS**

36. Every Ordinary Member shall be entitled to the following votes:-
- (a) On a show of hands, one vote;
  - (b) On a postal ballot for the purposes of Articles 55 (Election of Representatives to the Council) an Ordinary Member shall be entitled to

one vote for each vacancy in each category in which he is entitled to vote;

(c) On a poll (which does not include the postal ballot pursuant to subparagraph (b) of this Article) one vote for every pound paid in subscription for the current calendar year

37. Every Factor, Associate or Honorary Member shall be entitled to attend General Meetings of the Association and at any such Meeting may by permission of the Chairman speak on any subject connected with the Association, but shall not be allowed to vote
38. No Ordinary Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Association have been paid
39. On a poll votes may be given either personally or by representative appointed in accordance with Article 46 or by proxy
40. 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 not less than forty eight hours before the time for holding the Meeting or adjourned Meeting at which it is proposed to be used, and in default the instrument of proxy shall not be treated as valid
41. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE BRITISH SOFT DRINKS ASSOCIATION LIMITED

I/We, [ ] of [ ] in the County of [ ] being a Member/Members of the above named Association, hereby appoint [ ] of [ ] or failing him, [ ] of [ ] as my/our proxy to vote for me/us on my/our behalf at the Annual or Extraordinary, as the case may be, General Meeting of the Association to be held on the [ ] day of [ ], and at any adjournment thereof  
Signed this [ ] day of [ ]"

42. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be an Ordinary Member of the Association

43. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used
45. In the case of dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

46. At a General Meeting a corporation may by resolution of its Directors be represented by a Director, Manager or Secretary (or other bona fide Senior Executive) and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company

#### **FRUIT JUICE COMMITTEE**

47. A Fruit Juice Committee shall be established as a Committee of the Association to consider all matters relating to fruit juices or fruit nectars as defined by the Fruit Juices and Fruit Nectars Regulations 1977 (as amended or replaced by substituted legislation) and vegetables juices. Membership of the Fruit Juice Committee shall be confined to Ordinary Members who are packers of fruit juice or fruit nectars or vegetable juices

#### **BOTTLED WATERS GROUP**

48. A Bottled Waters Group (hereinafter referred to as "the Water Group") shall be established as a Committee of the Association to consider all matters relating to waters bottled or packed for human consumption. Members of the Water Group shall be confined to Ordinary Members and Factor Members, who are packers of waters for human consumption

#### **BOARD OF MANAGEMENT & COMMITTEES**

49. (a) The Council shall appoint a Board of Management consisting of the President and Vice President of the Association and such other members of the Council as the Council shall determine in accordance with Rules made pursuant to Article 50. The Board of Management shall have the powers delegated to it by the Council pursuant to Article 63.

- (b) The Council may from time to time appoint any other Committees for such purposes as it may think fit and any such Committees may with the approval of the Council co-opt additional members whether or not such additional members are Members of the Council
50. The Council shall make rules for the conduct of the Meetings of the Fruit Juice Committee, the Water Group, the Board of Management and other Committees appointed in accordance with Article 49. Such rules may be varied by the Council as from time to time may be deemed by the Council to be expedient

### **CONSTITUTION OF THE COUNCIL**

51. From the 1<sup>st</sup> day of May 1987 the Council of the Association shall be the persons named as being appointed to the Council in the Minutes of the Extraordinary General Meeting held on 17<sup>th</sup> March 1987 who shall, not later than 31<sup>st</sup> July 1987, organise and hold elections for the appointment of the Council as hereinafter provided and who shall retire from office immediately following those elections unless elected to office as hereinafter provided
52. From the Annual General Meeting held in June 2006 and biennially thereafter, the Members of the Council shall be:
- Category (A) Not more than twenty two representatives elected by Ordinary Members
- Category (B) Not more than one representative elected by the Fruit Juice Committee
- Category (C) Not more than one representative elected by the Bottled Waters Group
- Category (D) Not more than three persons appointed by the elected representatives of the Council
- who shall serve (subject to Article 66) until the Annual General Meeting held in the next biennial election year but be eligible for re-election
53. The Members in a General Meeting of which at least fourteen days notice in writing shall have been given may by a majority of two thirds of the Members present and voting thereat, reduce or increase the maximum numbers of the representatives in any category prescribed by Article 52, provided that the notice calling any such General Meeting specifies that a change in such maximum number is to be voted upon
54. Unless the Members in General Meeting otherwise decide a Member of the Council must be either an Ordinary Member or a Director or Senior Executive of

a Corporate Ordinary Member, provided that not more than one Director or Senior Executive of a Corporate Ordinary Member may be a representative in any one category and not more than two Directors or Senior Executives of a Corporate Member may be Members of the Council. When one Ordinary Member qualifying under Article 11(a) has a controlling interest in another Member or Members so qualifying those Members shall be regarded as a single Member for the purpose of this Article

55. The Council shall prescribe rules for the nomination and election of representatives in each category referred to in Article 52. Elections shall be held in June 2002 and biennially in June thereafter. If the number of candidates properly nominated for any category of membership of the Council exceeds the number of vacancies then those rules shall provide for a postal ballot of all Members entitled to vote in that category. The rules shall render invalid the nomination for election in any one category of more than one Director or Senior Executive of a Corporate Member
56. If, during his term in office, an elected representative shall resign from the Council or be disqualified then if within three months of the resignation or the disqualification at least three ordinary members entitled to vote in that category so request the Council shall make arrangements for a further election to appoint a successor to serve in his place during the remainder of such term of office
57. Subject to Article 56, if during his term of office an elected representative or an appointed member of the Council retires or becomes disqualified the Council may co-opt any person qualified to be a Member of the Council to serve in his place during the remainder of such term of office

#### **HONORARY OFFICERS**

58.
  - (a) At its first meeting (in this Article referred to as "the Appointing Meeting") at the Annual General Meeting of the Association held in the biennial election year, the Council shall elect from its members a President and Vice-President. The President and Vice-President shall each hold office until the next Appointing Meeting or until he shall cease to be a Member of the Council, whichever is the earlier
  - (b) The President or Vice-President shall be eligible for re-election to similar office (subject to him being a Member of the Council and not disqualified)

save that when the President or Vice-President, as the case may be, has held office for two complete years he shall be eligible for a further term of office only after a lapse of at least two complete years, unless the members entitled to vote at the relevant Annual General Meeting otherwise agree by Ordinary Resolution

- (c) "A complete year" for the purposes of this Article shall be the period between any two Annual General Meetings
- (d) The President (or in his absence the Vice-President) shall act as Chairman of all meetings of the Council and of General Meetings of the Association
- (e) The Immediate Past President (if a Member of the Council) shall preside at the Appointing Meeting at the Annual General Meeting at which he ceased to be President until his successor as President is appointed
- (f) If the President or Vice President resign during the term then the Council shall elect from its members a President and/or Vice President, as the case may be, who shall then serve until the next Appointing Meeting when he shall be eligible for re-election for a full term of two years

#### **DIRECTOR GENERAL**

59. The Council may appoint as an Officer of the Company a person who may be given the title of Director General. Such a person shall be senior to the Secretary; he shall be appointed on such terms as the Council thinks fit; but he shall be under the control and direction of the Council and shall not be a Director for the purposes of the Act. The Council may leave this office vacant or they may combine the office of Director General and Secretary as from time to time they shall consider expedient. The title of Director General may be amended by the Council's discretion

#### **BORROWING POWERS**

60. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue Debentures, Debenture Stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party

#### **INVESTMENT POWER**

61. Any funds or other monies held by the Association may be placed on current account or on deposit account with the Association's bankers or may be invested by

the Council in the purchase of or at interest upon the security of such stocks, shares, securities or other investments (including land of any tenure) of whatsoever nature or wheresoever as the Council shall, in their absolute discretion, think fit. Any such investments shall be made in the name of the Association but to the intent that the Council shall have the same full and unrestricted powers of investment and transposing investments in all respects as if they were absolute beneficial owners

#### **POWERS AND DUTIES OF THE COUNCIL**

62. The business of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or these Articles 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 Council which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article

63. The Council shall be empowered to delegate to the Board of Management any of its powers (subject to the policy decisions of the Council) except the power to borrow money and to mortgage or charge the undertaking and property of the Association or to issue debentures, stock or other securities

64. The Council shall consider applications made to the Association for financial and other assistance by any Ordinary Member in respect of any legal proceedings brought by him or brought against him, and shall have unfettered discretion to grant such assistance, provided that such legal proceedings are (i) not personal to that Member or to a small minority of Members, (ii) not brought by or against another Member of the Association, (iii) directly concerned with the manufacture, sale or distribution of Soft Drinks; and (iv) considered by the Council to be of general interest or importance to the Industry

65. All acts bona fide done by the Council or of a Committee of the Council or by any person acting as a Member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid or that they or any of them were disqualified be as valid as if such person had been duly appointed and was qualified to be a Member of the Council



## **DISQUALIFICATION OF COUNCIL MEMBERS**

66. The office of a Member of the Council shall be vacated in the following events, namely:-

- (a) If he resigns his office by writing under his hand left at the Office;
- (b) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (c) If he becomes of unsound mind;
- (d) If he ceases to be eligible for election to the Council; or
- (e) If, without the consent of the Association in General Meeting, he holds any office of profit under the Association

67. A Council Member shall cease to be eligible for re-election at the Annual General Meeting held in the next biennial election year after he attains the age of seventy

## **ROTATION OF MEMBERS OF THE COUNCIL**

68. Each elected representative shall take office immediately after the election at which he is appointed and shall hold office until the conclusion of the next biennial election. Each co-opted Council Member shall take office immediately he accepts nomination and shall hold such office until the conclusion of the next biennial election unless (if appointed under Article 57) an earlier election is requested under Article 56

## **PROCEEDINGS OF COUNCIL**

69. The Council may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. Each Member shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote. It shall not be necessary to give notice of a Meeting of the Council to any Member of the Council for the time being absent from the United Kingdom

70. Voting at a Council Meeting shall normally be by show of hands but shall be by ballot where these Articles expressly so require and where the Council on any occasion shall so desire. At a Council Meeting each member, whether the vote is by show of hands or by ballot, shall have one vote

71. The quorum for a Meeting of the Council shall be seven

72. The President, or in his absence (subject to Article 58(e)) the Vice-President, shall preside at all Meetings of the Council, but if at any Meeting neither the President nor the Vice-President is present within ten minutes after the time for holding the same the Council may appoint a Chairman for that Meeting

73. The Council shall meet at least twice a year

74. The President or any five Members of the Council may at any time convene or in writing require the Secretary to convene a Meeting

75. The Members of the Council shall cause proper Minutes to be made of all General Meetings of the Association and also of all appointments of officers, of the proceedings of all Meetings of the Council and Committees of the Council, of the attendances thereat and all business transacted at such Meetings, and any such Minute of any Meeting if purporting to be signed by the Chairman of such Meeting or the Chairman of the next succeeding Meeting shall be conclusive evidence without any further proof of the facts therein stated

### **THE SECRETARY**

76. The Secretary shall keep, at the Office of the Association, a Register containing the names and addresses of every Member, and where a Member is a partner in a firm, the name of such firm

77. The Secretary shall furnish any Member making application in that behalf with an accurate list of the names and addresses of the Members of the Association

### **THE SEAL**

78. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a duly authorised Committee, and every instrument to which the Seal be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Council for the purpose

### **ACCOUNTS**

79. The Council shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association

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

80. The books of account shall be kept at the Office of the Association or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council

81. The Council 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 not being Members of the Council, and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting

82. The Council shall cause to be prepared and to be laid before the Association in General Meeting the Income and Expenditure Account Balance sheet, directors' report and auditor's report of the Association for every financial year of the Association no later than the end of the period for filing such accounts and reports with the Registrar of Companies

83. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's Report, shall, not less than twenty one days before the date of the Meeting, be sent to every Member of, and every holder of Debentures of, the Association, provided that this Article shall not require a copy of those documents to be sent to any person whose address the Association is not aware or to more than one of the joint holders of any Debenture

## **AUDIT**

84. Auditors shall be appointed and their duties regulated in accordance with the Act

## **SUBSCRIPTIONS**

85. The annual subscription for an Ordinary Member (excluding Ordinary Members qualifying under Article 11(b)) shall be calculated by reference to his Subscription Turnover. If the Council so requires, the amount of the Subscription Turnover returned by the Member shall be certified as correct by the Member's auditor

86. The subscription for an Ordinary Member shall be determined annually by the Council

87. The annual subscription for Ordinary Members qualifying under Article 11(b), Factor Members and Associate Members shall be such sums (which may vary from Member to Member) as the Council from time to time prescribe

88. The Council may fix a rebate for any Calendar Year from the rate of subscription prescribed by Article 86. Such rebate (if any) must be applicable pro rata to all Ordinary Members but may be subject to such conditions as to prompt payment or otherwise as the Council shall think fit

89. Subscriptions shall become due on the 1<sup>st</sup> day of January in each year and shall be for the current Calendar Year and shall be payable to the Association on demand

90. A Member who is accepted into Membership after 1<sup>st</sup> January in any calendar year may be granted a discount approved by Council

### **NOTICES**

91. A notice may be given by the Association to any Member in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by the Association including, but not limited to, either personally or by sending it by post to him or to his registered address, or, if he has no registered address within the United Kingdom, to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where served by electronic communication pursuant to the above regulations the notice shall be deemed to be served as specified in the Regulations

92. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) Every Member except those Members who (having no registered office within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) The Auditor for the time being of the Association

No other person shall be entitled to receive notices of General Meetings

### **93. INDEMNITY**

(a) Subject to paragraph (b), a relevant director, secretary or other officer (other than any person engaged as auditor) of the Association may be indemnified out of the company's assets against:

- (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association,
- (ii) any liability incurred by that director in connection with the activities of the Association in its capacity as a trustee of

- an occupational pension scheme (as defined in section 235(6) of the Act),
- (iii) any other liability incurred by that director as an officer of the Association.
- (b) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Statutes or by any other provision of law.
  - (c) In this Article a "relevant director" means any director or former director of the Association.

*(revised June 2014)*