

THE BIRMINGHAM SOFT DRINKS ASSOCIATION LIMITED

Company Number 25231

A Company Registered in England
by Guarantee

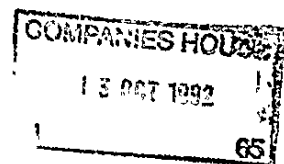
MEMORANDUM AND
ARTICLES OF ASSOCIATION
FOLLOWING ANNUAL GENERAL MEETING HELD ON
8TH JULY 1992

Registered Office:

George Henry Road
Great Bridge
Tipton
West Midlands
DY4 8BZ

Secretary:

Anthony G Curtis LL.B.



MEMORANDUM OF ASSOCIATION
OF THE BIRMINGHAM SOFT DRINKS ASSOCIATION LIMITED

1. The name of the Company is "The Birmingham Soft Drinks Association Limited"
2. The Registered Office of the Association will be situate in England
3. The Objects for which the Company is formed are:-
 - (a) To raise a Fund or Funds by Annual Subscriptions, Entrance Fees, Donations, Fines, Levies, Loans on Security, or otherwise;
 - (b) To protect the bottles, boxes and other property of Members (who do not sell the same or any of them) bearing their name or names or trade mark, from being used or dealt with by any person or persons not having lawful authority for using or dealing with the same;
 - (c) To provide for, and be a central medium of useful information, available for members of the Association, and generally for the furtherance and promotion of their interests;
 - (d) To organise and carry into effect a system for the restoration to the Members of lost, misplaced, stolen or misappropriated bottles and boxes;
 - (e) To purchase, lease, hire or otherwise acquire any lands, tenements, warehouses, storehouses, plant, machinery or other property, and to erect or construct any building, plant, machinery or things necessary or convenient for carrying out any of the purposes of the Association;
 - (f) To punish by fines or otherwise and to prosecute by law all persons found dealing in, selling, retaining or destroying any bottles or boxes which are the property of Members of the Association;
 - (g) To adopt, support and carry into effect any measures for the protection of the interests of the Trade, and to take steps to alter or improve the law in relation to such business;
 - (h) To co-operate with any kindred Society in any part of the United Kingdom or elsewhere;
 - (i) To provide facilities and accommodation for re-cuperation or rest or other short term use of Members and/or their Employees and/or members of their family and/or others
 - (j) To to anything conducive or incidental to the attainment of all or any of the above objects.
4. 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 ceased 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

ARTICLES OF ASSOCIATION
OF THE BIRMINGHAM SOFT DRINKS ASSOCIATION LIMITED

INTERPRETATION

1. In these Articles the words standing in the first column of the table following shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context:-

Words		Meanings
The Statutes	....	The Companies Acts 1948 and 1967 and every other Act for the time being in force concerning Joint Stock Companies and affecting the Association
These Articles	....	These Articles of Association as originally framed or as altered from time to time by Special Resolution
The Association	....	The Company
The Council	....	The members of the Council for the time being
The Office	....	The registered office for the time being of the Association
The Seal	....	The common seal of the Association
Crates	....	Boxes, Crates and Cases
Bottles	....	Plain, Marked or Embossed Bottles and Syphons
Mineral Water	....	Soft Drinks as defined in the Soft Drinks Order 1964 or any statutory instrument in substitution or amendment thereof
Secretary	....	The Secretary for the time being of the Association

Writing shall include printing and lithography and any other mode or modes of 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; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

MEMBERS

2. The number of members of the Association shall be limited to 250. Membership shall be in two classes - Ordinary and Associate.

ORDINARY MEMBERSHIP

3. Any person, firm or Company who is a manufacturer or bottler of mineral water or a Beer Bottler in England and Wales, shall be eligible for Ordinary Membership. Application for membership shall be made to the Secretary and shall be considered by the Council at their next Meeting following receipt of that application.
4. An Ordinary Member shall be a person whose application for membership shall have been granted by the Council and who shall have paid the subscription due.

ASSOCIATE MEMBERSHIP

5. The following two classes shall be eligible for Associate Membership, namely:-
 - (a) Any person, firm or corporation offering goods or other services in any other way ancillary to the Soft Drinks Industry OR
 - (b) "Any person, firm or Corporation who is a factor of mineral water by wholesale".
6. Associate Members may be elected at any Meeting of the Council who shall have the right to grant or refuse an application for membership.
7. Every Associate Member shall be entitled to attend the Annual General Meeting and the Extraordinary General Meetings of the Association and at any such Meeting may by permission of the Chairman speak on any business under discussion but shall not be allowed to vote.

TERMINATION OF MEMBERSHIP

8. The membership of any Ordinary or Associate Member may be terminated by vote of the Council in any of the following circumstances:-
 - (a) If any subscription due from him is in arrear six months after the same shall have become due,
 - (b) If the member shall be in serious breach of these Articles,
 - (c) If the Council by a two thirds majority, vote that his membership shall be terminated,
 - (d) Any member becoming bankrupt or in the case of a Limited Liability Company, going into liquidation, except for the purpose of amalgamation or reconstruction shall ipso facto cease to be a Member,
 - (e) If, being an Ordinary Member, he ceases to qualify for Ordinary Membership in accordance with Article 3 hereof, but in such a case he shall have the right to continue his membership of an Associate Member,
 - (f) If he fails to satisfy Article 61(a) hereof

(g) In the case of an Ordinary Member if:

(i) He first became a Member of the Association after the 9th July 1974;
and

(ii) After the 9th July 1974 he ceases to be a Member of the National Association of Soft Drinks Manufacturers Limited

9. Any former Member shall cease to have any right, title, interest, claim or property in the assets of the Association as from the date of termination of membership.

SUBSCRIPTIONS

10. Each Ordinary Member of the Association shall pay such subscription which shall not be less than 2 guineas per annum as the Council shall from time to time prescribe.
11. Every Associate Member shall pay such subscription which shall be not less than 3 guineas per annum as the Council shall from time to time prescribe.
12. The subscription shall be due and payable in advance on the 1st day of January in each year.

RESIGNATION

13. A Member shall be entitled to resign from membership of the Association on giving one previous calendar month's notice in writing in that behalf but shall remain liable for all subscriptions and all other moneys that may be due from the Member to the Association at the date of expiration of the notice.

GENERAL MEETINGS

14. A General Meeting shall be held once in every calendar year, at such time and place as may be determined by the Council but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings.
15. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.
16. The Council may call an Extraordinary Meeting whenever they think fit, and shall on the requisition of not less than nine Members of the Association having at the date of the deposit of the requisition a right to vote at General Meetings of the Association, forthwith proceed duly to convene an Extraordinary General Meeting of the Association.
17. The requisition must state the objects of the Meeting and must be signed by the requisitionists and deposited at the registered office of the Association.
18. If the Council do not within twenty-one days from the date of the deposit of the requisition proceed to convene a Meeting, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting.
19. A Meeting convened under Article 16 by the requisitionists shall be convened in the same manner as nearly as possible as that in which Meetings are to be convened by the Council.

20. Subject to the provisions of the Statutes relating to the convening of meetings to pass Special Resolutions, seven days notice at least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings from the Association. The accidental omission to give such notice to, or the non-receipt of such notice, by any such person shall not invalidate any resolution passed or proceeding had at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheets and the reports of the Council and Auditors, and any other documents annexed to the balance sheets, the election of the Council in place of those retiring by rotation or under Article 51 or Article 52 and the fixing of the remuneration of the Auditors.
22. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. For all purposes the quorum shall be nine members personally present, or one half of the Ordinary Members of the Association whichever is the smaller.
23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall form a quorum.
24. The President, or in his absence the Vice-President, shall preside at every General Meeting, but if there be no such President or Vice-President, or if at any Meeting he or either of them shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Member of the Council, or if no such Member be present, or if all such Members present decline to take the chair, they shall choose some Member present to be Chairman of the Meeting.
25. Such Chairman may, with the consent of any Meeting at which a quorum is present, and shall if so directed by the Meeting adjourn any Meeting from time to time and from place to place as the Meeting shall determine. Whenever a Meeting is adjourned for ten days or more, notice of the adjourned Meeting shall be given in the same manner as in the case of an original Meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.
26. At all General Meetings a Resolution put to the vote of the Meeting shall be decided on a show of hands, and a declaration by the Chairman of the Meeting that a Resolution has been carried, or has been carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

27. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a further or casting vote.

VOTE OF MEMBERS

28. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of membership, every Member shall have one vote.
29. Save as herein expressly provided, no person other than a Member duly registered and who shall have paid everything for the time being due from him and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another Member, or to be reckoned in a quorum, at any General Meeting.
30. Votes may be given either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.
31. The instrument appointing a proxy shall be in writing under the hand of the appointor duly authorised in writing, or if such appointor is a corporation under its Common Seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf, and subject to Article 29 shall be in the form prescribed by Table A in the First Schedule to the Companies Act 1948.
32. The instrument appointing a proxy, shall be deposited at the office at least forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

OFFICERS AND GOVERNMENT OF THE ASSOCIATION

33. The business of the Association shall be managed by a Council with a maximum membership of eighteen and a minimum membership of either eight members or one half of the Ordinary Members of the Association whichever shall be the smaller figure.
34. A Member of the Council must be a Master Manufacturer of Mineral Water or a Beer Bottler or a Director or Senior Executive of a Company engaged in such business.
35. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.
36. The Council shall biennially from amongst its members elect a President and one or more Vice-Presidents who shall, subject always to the right of the Council to terminate such appointment at some earlier date, hold such offices until the next biennial meeting.

37. The biennial meeting referred to in the preceding article shall be the first meeting of the Council following the Annual General Meeting of the Association in the biennial year.
38. The members of the Council shall be entitled to be repaid all travelling and other expenses incurred by them respectively in or about the performance of their duties as such members including their expenses of travelling to and from Council Meetings.
39. The office of a member of the Council shall be vacated:
 - (a) in any circumstances whereby a Director of a Limited Liability Company would be disqualified from holding the office of a Director under the Statutes;
 - (b) if by notice in writing given to the Association, he resigns from office or if (save in the case of an Honorary Life Member) he ceases to be qualified pursuant to Article 34 hereof.

HONORARY LIFE COUNCIL MEMBER

40. Any person who has retired from business and who has been a member of the Council for a period of not less than ten consecutive years and shall have held the office of President or Vice-President or Chairman of the Law and Finance Committee during that time, shall be eligible for Honorary Life Membership of the Council, and shall be entitled to attend all Council Meetings and to be appointed an Honorary Member of any of its sub-committees.
41. An Honorary Life Member of the Council may be elected by a two thirds majority vote of the Council present at a Meeting of the Council of which appropriate notice has been given of the intention to propose the appointment of an Honorary Life Member.

POWERS AND DUTIES OF THE COUNCIL

42. The Council 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 statutes or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any Regulations of these Articles, to the provisions of the Statutes, and to such Regulations being not inconsistent with the aforesaid Regulations or 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 Members of the Council which would have been valid if such Regulation had not been made. Without in any way limiting the general powers by this Article conferred, the Council shall have the following powers:-
 - (a) To make and enforce Bye-Laws for the effectual carrying out of any or all of the objects of the Association, and to make all arrangements for the effectual attainment of such objects,
 - (b) To appoint and remove the Secretary, Solicitor, Bankers, Managers, Inspectors and any other Officers or servants of the Association, and to fix their remuneration respectively,
 - (c) To invest and employ any funds of the Association from whatever source the same shall have been derived, and which shall not for the time being,

be required for the usual business thereof, in such securities as they shall think fit, and they may at their discretion leave the funds at their Bankers unemployed,

- (d) To invest and employ any funds of the Association in any way thought fit in order 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,
 - (e) To bring, prosecute, defend, settle, discontinue or refer to arbitration or compromise any action, suit, claim or demand for or against the Association or any of its Members, or against other persons, Companies or Societies,
 - (f) From time to time to confer on anyone or any Committee of their own body, or upon any officer or servant of the Association, such power of arranging, settling and transacting business, performing such duties and of entering into contracts on behalf of the Association, as the Council shall think fit.
43. The Council may borrow or raise from time to time for the purposes of the Association or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Association or by the issue of debentures or otherwise as they may think fit.
44. The continuing Members of the Council may act at any time notwithstanding any vacancy in their body; providing always that in case the Members of the Council shall at any time be reduced in number to less than the minimum number prescribed by these Articles, it shall be lawful for them to act as Members of the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Association, but not for any other purpose.

ROTATION OF MEMBERS OF THE COUNCIL

45. subject to the provisions of these Articles, one third of the ordinary members of the Council for the time being (if any) or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office at the Ordinary General Meeting every year.
46. The Members to retire shall be the Members who have been longest in office since their last election. As between Members of equal seniority, the Members to retire, shall, in the absence of agreement, be selected from amongst them by lot. A retiring Member shall be eligible for re-election, and shall act as a Member throughout the meeting at which he retires.
47. Subject to any resolution reducing the number of Members of the Council, the Association shall, at the meeting at which any Member of the Council shall retire in manner aforesaid, fill up the vacated office by electing a person thereto, and may, without notice in that behalf, fill up any other vacancies.
48. Subject to any resolution reducing the number of Members of the Council, if at any meeting at which an election of Members of the Council ought to take place, the places of the retiring Members of the Council, or some of them are not filled up, the Retiring Members of the Council or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.
49. The Association may from time to time in General Meeting increase or reduce

the number of Members of the Council and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid; but this Article shall not be construed as authorising the removal of a Member of the Council otherwise than as provided in Article 51.

50. Any casual vacancy occurring in the Council may be filled by the Members of the Council, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Association, and shall then be eligible for re-election.
51. The Association may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another ordinary member in his stead; but any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Association, and shall then be eligible for re-election.

PROCEEDINGS OF MEMBERS OF THE COUNCIL

52. (a) The Members of the Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum.
(b) Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairman shall have a second or casting vote.
53. On the request of a Member of the Council the Secretary shall, at any time, summon a meeting of the Council.
54. (a) The Council may delegate any of its powers to Committees consisting of such Members of the Council as it thinks fit. Any Committee so formed shall conform to any Rules that the Council may impose.
(b) The Council at its first meeting after the Annual General Meeting in each year, shall (unless the Members of the General Meeting otherwise decide) appoint a Law and Finance Committee which shall consist of the President and Senior Vice-President and at least three other Members. Such Committee shall advise the Council on all financial and legal matters affecting the Association. In routine administrative matters affecting the Bottle Exchanges and in all matters of financial or legal urgency the Committee shall have full power to act.
(c) A quorum of the Law and Finance Committee and any other sub-Committee shall be three members.
55. A Committee may meet and adjourn as its Members think proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
56. The Members of the Council shall cause proper minutes to be made of all General Meetings of the Association and of the proceedings of all meetings of the Council and Committees; any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

57. A resolution in writing signed by all the Members of the Council shall be as effective for all purposes as a resolution passed at a meeting of the Council duly convened, held and constituted.

THE SEAL

58. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one Member of the Council and of the Secretary, and such Member and the Secretary shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

THE SECRETARY

59. The Secretary shall keep at the Registered Office of the Company a register containing the name and address of every Member.
60. The Secretary shall furnish any Member making application in writing in that behalf with an accurate list of the names and addresses of the Members of the Association.

CONDUCT OF MEMBERS

61. (a) Each Ordinary Member shall once in each year at the expense of the Association submit a fair sample of mineral water of his own manufacture or bottled by him to such Public Analyst as the Council shall appoint. If the Analyst fails to certify that such mineral water satisfy legal compositional standards or the hygiene standards fixed by such Analyst, then the member shall at his own expense submit a further sample or samples to the Analyst. Failure to obtain a satisfactory certificate from the Analyst shall be a ground for termination of membership.
- (b) A Certificate to which the Seal may be affixed if the Council so decide, and signed by the President or Vice-President, by the Analyst and the Secretary shall be issued to each member whose sample of mineral water is certified as satisfactory by the Analyst.
62. Every Member shall take all reasonable care of any crates or bottles bearing the permanent brands of any other member that may come into his possession and must not use them for his own purposes.
63. Any member having in his possession the bottles or crates belonging to another member shall deliver them with all due diligence to the nearest Bottle Exchange established by the Association and shall not (save with the approval of the Council) return them direct to such other member.
64. Every member shall on being notified by the Secretary that the Council have at any of their Bottle Exchanges, bottles or crates belonging to such member shall make appropriate arrangements with the Secretary for the collection of such bottles or crates with all due diligence.
65. Members sending in bottles or crates to the Association shall receive such allowances therefor as shall from time to time be prescribed by the Council and members taking out their bottles and crates pursuant to the preceding article, shall pay the Association such charges as from time to time be

prescribed by the Council.

66. Payment by members for bottles or crates received from the Exchange pursuant to the preceding Article 65 hereof shall be paid within one month of demand therefor.

BOTTLE EXCHANGES

67. The Association shall establish such Bottle Exchanges as the Council shall determine for the purpose of collecting, receiving, cleaning and distributing bottles and crates.
68. The Council shall prescribe such allowances and such charges for bottles and crates received in or despatched from the Bottle Exchange as they shall from time to time think fit, and shall be entitled to fix and prescribe different charges for different types of bottles and crates, make collection and delivery charges according to the circumstances and to differentiate between the charges and allowances for members and those for non-members of the Association, and impose storage charges.

APPLICATION OF FUNDS AND RESERVE FUND

69. The Council may set aside out of the profits of the Association such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Council be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Association, or may be applied for such other purposes for which the profits of the Association may lawfully be applied as the Council may think expedient in the interests of the Association, and pending such application the Council may employ the sums from time to time so set apart as aforesaid in the business of the Association or invest the same in such securities as they may select. The Council may also from time to time carry forward such sums as they may deem expedient in the interests of the Association.
70. No portion of the income of the Association from whatever source derived shall be paid or transferred directly or indirectly, and whether by way of dividend or bonus, or otherwise, to any Member present or past of the Association provided always that nothing in this Article contained shall prohibit the payment or remuneration to any officer or servant of the Association, or other person, for any services rendered to the Association.
71. The Council may apply such portion of the surplus income of the Association, or such portion of the accumulated reserves thereof as they may from time to time determine in the establishing, undertaking, superintending and administration of or in contributing 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 Mineral Water Trade, or connected with any person engaged therein, and in contributing to or otherwise assisting any charitable or benevolent institution or undertaking.
72. The Council may from time to time set apart and appropriate out of the income or surplus funds of the Association such sum or sums of money as they think fit for the repayment of any sum or sums of money borrowed by the Association.

ACCOUNTS AND ANNUAL REPORTS

73. The Council shall cause to be kept full and true accounts of all monies

received and expended by the Association, and generally of all its affairs, transactions and engagements, and of all such things as shall be requisite to exhibit the true financial condition of the Association.

74. Once at least in every year the Council shall lay before the Association in General Meeting a profit and loss account for the period since the preceding account, made up to a date not more than seven months before such meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Association in General Meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Statutes.

AUDIT

75. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Profit and Loss Account and the Balance Sheet ascertained by one or more Auditor or Auditors.
76. Such Auditors shall be entitled to call for and examine all books, documents, vouchers and papers of the Association, and to investigate all matters relating to the finance of the Association. They shall be furnished with all such information as they may reasonably and properly require.
77. The requirements of the Statutes in regard to the appointment of Auditors and the conduct of Auditors shall be observed.

NOTICES

78. A notice or any other document may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of Members.
79. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the Post Office as a prepaid letter.
80. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

DISSOLUTION OR WINDING-UP

81. A resolution for dissolution or winding-up shall be passed by a majority of two-thirds of the Members present and voting at a Special Meeting convened for the purpose.
82. On the winding-up or dissolution of the Association after payment of all debts of the Association, the Council shall ensure that proper and fair compensation for loss of office shall be made to all senior employees of the Association, appropriate to their length of service and shall pay particular regard to the needs of long-service employees for whom no adequate pension arrangements may have been made.

83. If on such winding-up or dissolution of the Association there remains after compliance with the preceding Article any surplus assets, the same shall be given or transferred or used for any purpose (whether charitable or not) for the benefit of bottlers of soft drinks, mineral water or beer as the majority of members present and voting at the said Special Meeting shall decide PROVIDED THAT no portion of the said surplus assets shall be paid or transferred directly or indirectly to any member present or past of the Association.
84. The procedural provisions of the Statutes as to a Members Voluntary winding-up and appointment of a Liquidator shall be complied with.

ALTERATION OF ARTICLES

85. No Article shall be altered or repealed nor any new Article made except by special Resolution in accordance with the Statutes.
86. Such amended or new Article or Articles shall be binding on all the Members of the Association.

INDEMNITY

87. Subject to the Statutes, every Member of the Council or other Officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto.
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