



COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF BRITISH COATINGS FEDERATION LIMITED (company number 00745398)

(Adopted by Special Resolution passed on 11th November 1992)
(Amended by Special Resolutions passed on 17th March and 7th July 1993)
(Amended by Special Resolution passed on 18th May 2006)
(Amended by Special Resolution passed on 18th May 2007)
(Amended by Special Resolution passed on 14th May 2009)
(Amended by Special Resolution on 25th February 2010)
(Amended by Special Resolution on 26th June 2014)
(Amended by Special Resolution on 8th May 2019)

INTERPRETATION

1. In these Articles the words following shall have the meanings set opposite to them respectively if not inconsistent with the subject or context:

WORDS

MEANINGS

Accountant	a firm of chartered accountants such firm of accountants to be appointed by the Board and retained for the Federation to the exclusion of its Members
Act	the Companies Act 1985
"A" Members	together the 12 Members with the largest Turnover, such Members to be identified by reference to the Turnover of each Member in respect of its financial year ended immediately preceding 30 th June of each year or such other date as the Board may from time to time determine and "A" Member shall be construed accordingly
Annual Conference	the annual conference of the Federation to be held in either May or June in each Year
Associate Member	a person admitted to membership by the Board in accordance with Article 9 whose appropriate subscription has been paid at the proper time to the

	Federation and who complies with the rules, regulations and requirements of the Federation or its duly elected Board, and any individual member or any partner, director or executive officer of any individual or corporate member appointed by him or it to represent him or it and to vote in his or its name at any meeting of the Federation
Associate Subscription	such entrance fee or subscription payable by the Associate Members and determined in accordance with Article 19
Board	the duly elected governing body of the Federation
CEPE	the international non-profit association Conseil Européen de l'Industrie des Peintures, des Encres d'imprimerie et des Couleurs d'art (translated to the European Council of the Paint, Printing Ink and Artists' Colours Industry) with registered office at Boulevard du Triomphe, 172 BE - 1160 Brussels
Chairman	the President or such other person as is appointed in accordance with Article 42 or 83 as appropriate
Chief Executive	a person appointed by the Board from time to time in accordance with Article 80
Committee	a body constituted in accordance with Article 96
Director	a duly elected member of the Board
Federation	British Coatings Federation Limited
Group or Group of	A corporate group or group of companies is a collection of parent and subsidiary corporations that function as a single economic entity through a common source of control. The group may be owned by a holding company (in or outside the UK) which may have no actual operations.
GP&FC	The General Purpose & Finance Committee who report to the Board
Immediate Past President	a person appointed by the Board in accordance with Articles 117 and 118
Industry	all activities connected with the production of industrial or decorative paints and coatings; powder coatings; printing inks; wallcoverings; and allied products and coatings
Manufacturer	a manufacturer or a manufacturing group or division of a corporation or a firm or a holding company, one or more of whose subsidiaries are manufacturers

engaged in the Industry whose employees are substantially engaged in the actual production and sale of all or any products of the Industry. Where manufacture involves the conversion of raw material to finished product involving processes including (but not limited to) blending, dispersing, extruding, blowing, laminating, grinding, heating, cooling and filtering), process control and QC. The term manufacture specifically excludes those principally using colorant and bases to tint product to shade.

Member	a person eligible for membership in accordance with Article 7, who is duly admitted by the Board, whose appropriate subscription has been paid at the proper time to the Federation and who complies with the rules, regulations and requirements of the Federation or its duly elected Board, and any individual member or any partner, director or executive officer of any individual or corporate member appointed by him or it to represent him or it and to vote in his or its name at any meeting of the Federation or to serve on the Board or on any Sector Council, Standing or Special Committee or Panel of the Federation
Month	a calendar month
Non-A Members	together the Members who are not "A" Members
Non-Executive Director	A director appointed by the board in accordance with Article 65A
Office	the registered office for the time being of the Federation
President	a person appointed as Director from time to time by the Board in accordance with Articles 112 to 114 (inclusive) and 116
Region	a body of Members approved by the Board having factories and/or offices within a geographical area prescribed by the Board
Representative	a person authorized or appointed in accordance with Articles 54 or 55 to represent a Member
Seal	the common seal of the Federation
Sector	a sector of the Industry, being one of the following categories: <ol style="list-style-type: none"> 1. Decorative 2. Industrial and Powder

3. Printing Ink
4. Wallcoverings

Sector Council	a body of Members approved by the Board, one for each Sector
Sector Council Chairman	a person elected as chairman of a Sector Council in accordance with Article 104 or 105
Sector Council Member	a person eligible for membership of a Sector Council in accordance with the provisions of Articles 109 and 110
Statutes	the Act and every other Act for the time being in force concerning companies and affecting the Federation
Subscription	such entrance fee or subscription payable by the Members and determined in accordance with Articles 11 and 12
Subsidiary Company	the meaning ascribed to it by Section 736 of the Act
Territory	the European Union and Norway and Switzerland
Turnover	net sales of products of the Industry including: <ol style="list-style-type: none"> (i) sales effected in the United Kingdom of such products manufactured in the United Kingdom. (ii) sales effected in the United Kingdom of such products imported into the United Kingdom. (iii) sales effected outside the United Kingdom of such products manufactured in the United Kingdom.

PROVIDED that:

- (i) Turnover shall not include sales by Members to other Members within the same Group; and
- (ii) net sales unless otherwise defined by the Board from time to time means the value of sales less agency commissions, allowances, bad debts, c.i.f. charges, credits for goods returned, trade and cash discounts and rebates

Vice President	a person appointed as Director from time to time by the Board in accordance with Articles 112 to 114 (inclusive) and 116
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2. Any words importing the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.
3. 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 as these presents.

4. The maximum number of Members of the Federation shall be 500 but the Board may from time to time register an increase of Members.

5. The Federation is established for the purposes expressed in the Memorandum of Association.
6. Any branch or kind of business which by the Memorandum of Association is either expressly or by implication authorised to be undertaken by the Federation may be undertaken by the Board at such time or times as it shall think fit, and furthermore may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board see fit not to commence or proceed with such branch or kind of business. Provided always that the Board shall not exercise any of the powers conferred upon the Federation by sub-clauses (28), (29) and (30) of Clause 3 of the Memorandum without the previous sanction of an Extraordinary or Special Resolution of the Federation.

7. The following persons shall be eligible for membership:

- (A) Any Manufacturer who manufactures in the Territory and has a centre of operations in the United Kingdom. Companies that sell and distribute products in the United Kingdom on behalf of one or more other BCF full members are not eligible for full or associate membership
- (B) Any Manufacturer who manufactures outside the United Kingdom but which has a Subsidiary Company incorporated in the United Kingdom which sells one or more of the products of the Industry
- (C) Any person who by reason of distinction in public life or in service to the Industry is deemed fit by the unanimous vote of the Board PROVIDED ALWAYS that any person becoming eligible for membership under the terms of this Article shall be designated as an "Honorary Member" of the Federation and shall be entitled to receive notices and attend meetings of the Federation but shall not be entitled to any vote or be the holder of a proxy under the provisions of Article 50 hereof

- (D) In regard to 7(A) and 7(B), providing such manufacturers are a member of the national coatings or printing ink association (ie under the CEPE umbrella) in the country of their main operations within Europe.

PROVIDED ALWAYS that not more than one Manufacturer from the same Group may become a Member without the consent of the Board and then only upon such terms as the Board may impose.

- 7A Each Member falling within Article 7(A) above shall apply to become a member of CEPE and, having been accepted by CEPE as a member or automatically becoming a member, shall remain as such and shall comply with the Statutes of CEPE in force from time to time. This Article shall not apply to a member who is eligible for membership by virtue only of being a Manufacturer of wallcoverings.

8. (1) (A) Every person desirous of being admitted to membership of the Federation must, unless in these presents otherwise provided, sign and deliver to the Federation an application for admission framed in such terms and embodying such conditions as the Board may at its absolute discretion from time to time think fit, and must at the same time, unless the applicant is the successor in business of a Member, deliver to the Federation a notice in writing of his candidature and framed in such form and embodying such conditions as the Board may from time to time require; PROVIDED ALWAYS THAT the Board may dispense with applications for membership and notices in support thereof as aforesaid from persons who it is desired to admit as Associate Members. No person shall be admitted to membership until he shall have been elected by a resolution of the Board.

- (B) No firm or other unincorporated association may as such become a Member of the Federation, but if any such firm or other unincorporated association shall desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions hereinafter contained. The firm or other unincorporated association shall deposit with the Board the nomination of such applicant for membership and shall give all information that may be reasonably required by the Board regarding itself and such applicant.

- (2) A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and subject to the consent of the Board nominate another representative in his place. Upon receipt by the Board of any such revocation such Member shall ipso facto cease to be a Member of the Federation or act or be entitled or recognised as a representative of such firm or unincorporated association, and any person nominated in his place shall, if duly approved by the Board, become a Member of the Federation as

the representative of such firm or unincorporated association in the place of the representative whose nomination has been revoked as aforesaid.

- (3) All nominations and revocations mentioned above shall be in writing signed by all the members of the firm or other unincorporated association. Any change in the constitution or nature of such firm or unincorporated association or in the status of any of its members shall immediately be notified in writing to the Board, who if they do not approve such change shall be entitled (without prejudice to the provisions hereinafter contained) to give notice in writing to the Member representing such firm or Federation to terminate his Membership and to withdraw from the Federation and shall at the same time return a due proportion of such Member's subscription having regard to the unexpired period for which it is paid and thereupon such representative shall cease to act or be entitled or recognised as a Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a Member to act as its representative.

ASSOCIATE MEMBERS

9. The Board may admit as an Associate Member any company or firm which, in the opinion of the Board, it is desirable to admit as an Associate Member.
10. An Associate Member shall not be entitled to the same rights and privileges as a Member but shall only be entitled to such rights and privileges as may from time to time be determined by the Board.

SUBSCRIPTIONS, REGISTRATION FEES, ETC.

11. Members shall pay such entrance fee (if any) and such renewal subscriptions based on the Turnover of each Member and its Subsidiary Companies as may from time to time be fixed by the Board.
12. Subscriptions shall be computed to the nearest full unit of £1. The total of Subscriptions payable by all Members between them for any Year shall be determined (save as set out herein) by the Federation in General Meeting after consideration of the Board's recommendations thereon. Where the Board's recommendation is to the effect that in respect of the Year commencing 1st January next after the date of such recommendation there shall be no change in the rate of such Subscriptions from that levied in the then current Year, a General Meeting need not be convened, if the Board so resolves, and the total of such subscriptions in respect of such Year commencing 1st January next shall be payable in accordance with the Board's recommendation.
- 12A As from 1 January 2007, a Member who is also a member of CEPE shall pay to the Federation, acting on behalf of CEPE, the membership fee and other amounts due to CEPE in respect of that Member's membership of CEPE as notified by CEPE to the Federation or the Member.
13. The Subscription of any Member for any Year, shall be binding on the Member and shall not be impeachable by him on any ground whatsoever.
14. A Member shall, at the request of the Board, furnish the Accountant with such information as the Accountant may reasonably require in connection with the fixing

of the Member's Subscription for any Year. Such information shall include an auditor's certificate of the Turnover of such Member, including its Subsidiary Companies as aforesaid, in respect of the twelve months to the end of the Member's financial year on or prior to the previous 30th June. If a Member shall fail to comply with any such request, or should any difficulty arise in respect thereof, the Board may fix the Subscription at such amount as it shall consider appropriate.

15. The admission of a new Member during a Year, or the payment of a Subscription by him, shall not disturb any Subscriptions previously fixed or relieve any Member as to any part thereof.
16. The entrance fee (if any) and the first Subscription shall be due and payable on admission to membership. Subsequent Subscriptions shall until otherwise determined by the Board be due and payable on the 1st day of January in each Year, or as soon thereafter as the Accountant shall have notified the Member as to the amount of his Subscription for the then current Year.
17. The Subscription payable by a Member admitted during the Year shall be such sum as the Board shall consider appropriate having regard to the period of the Year unexpired at the date of the admission.
18. Any person becoming a Member in consequence of such person being a successor in business to a Member shall not be liable to pay any entrance fee or Subscription for the Year in which he is admitted, provided that the Member, whose successor in business such person is, ceases to be a Member during that Year and has paid the Subscription for such Year.
19. The Associate Subscription of an Associate Member shall be by negotiation with the Board, but such Associate Subscription shall not be less than £895.
20. The first Associate Subscription of an Associate Member shall be due and payable on admission to membership. Subsequent Associate Subscriptions shall be due and payable on the 1st day of January in each Year.
21. The Associate Subscription payable in respect of the then current Year by an Associate Member admitted after the 1st day of July in any Year shall be one-half of the Associate Subscription which would be payable by an Associate Member for that full Year.
22. Any person who becomes an Associate Member in consequence of such person being a successor in business to an Associate Member shall not be liable to pay the Associate Subscription for the Year in which he is admitted, if the Associate Member whose successor he is ceases to be an Associate Member during that Year and has paid the Associate Subscription for such Year.

LEVIES

23. With the sanction of the Federation in General Meeting the Board may from time to time make a levy on Members to meet any deficit or estimated deficit in the revenue of the Federation for any Year as compared with its expenditure or estimated expenditure for such Year, or to meet or provide for any special outgoing.

24. A levy upon a Member shall be computed in relation to the Subscription payable for the then current Year by the Member, and shall bear (as nearly as may be) the same ratio to the total levy upon all the Members as the Member's Subscription bears to the total of Subscriptions, or otherwise as the Board, with the approval of the Federation in General Meeting, shall consider equitable.
25. Provided always that the aggregate of the levies made upon any Member in any one Year shall not exceed the amount of the Member's Subscription for that Year, or, if he shall have become a Member during that Year, his Subscription for that part of a Year during which he is a Member.
26. A levy shall be due and payable within thirty days after the passing by the Federation in General Meeting of the resolution sanctioning the same.

CERTIFICATE CONCLUSIVE

27. A Certificate under the hand of the Accountant stating that he is such Accountant and that the Subscription payable by the Member in the Certificate named for the Year therein specified was duly fixed at the amount stated in such Certificate, or (as the case may be) stating that a levy was duly made upon Members and specifying the amount of the levy upon such Member and the due date for the payment thereof, shall be conclusive evidence of such facts, without proof of the signature of the person signing such Certificate.

DISQUALIFICATION AND EXCLUSION OF MEMBERS

28. Every Member shall ipso facto cease to be a Member as from the date of the happening of any one of the following events:
 - (A) If being an individual he dies or if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health.
 - (B) If his Subscription for any Year or any levy is in arrears for three Months after the same has become due and the Board declares him to be no longer a Member.
 - (C) If he or his company or firm suspends payment of his or their debts or becomes bankrupt or if a receiving order is made against him or them or (being a corporation) an order or an effective resolution to wind up is made or passed, not being a winding up solely for the purposes of amalgamation or reconstruction.
 - (D) If he is expelled in accordance with these presents.
 - (E) If he resigns by giving notice in writing to the Federation in any Year on or before the 30th day of September in that Year resigning his membership. Such resignation taking effect from the 31st December in that Year.
 - (F) If, in the opinion of the Board he has ceased to be engaged or interested in the industry and the Board resolves that he has ceased to be a Member.

29. If any Member:

- (A) is guilty of any criminal offence (not being an offence under the Road Traffic Acts, or any statutory provision in lieu or modification thereof) or of any conduct which in the opinion of the Board is derogatory to his character or reputation as a man of business; or
- (B) fails to observe any of his obligations as a Member; or
- (C) fails to observe any resolution of a General Meeting, or any resolution, rule, regulation or byelaw duly made by the Board or generally does any act which in the opinion of the Board renders it undesirable in the interests of the Federation that he should remain a Member

the Board may cause the conduct of such Member to be investigated in such manner as is just and following such investigation (which the Board may delegate to any committee or tribunal appointed by the Board) the Board may if it finds the complaint made out resolve that such Member be expelled from the Federation and thereupon he shall cease to be a Member.

30. A resolution of the Board expelling a Member under Article 29 shall:

- (A) only be considered at a Special Board Meeting of which not less than twenty-one days' notice specifying the intention to propose such resolution is given to all the Directors; and
- (B) at which not less than three-fourths of the Directors, exclusive of the Member (or person deriving his qualification from such Member) whose expulsion is in question (if he happens to be a Director) shall be present; and
- (C) only be effectively passed if two-thirds or more of the Directors present vote in favour of the resolution.

31. A Member shall be and continue to be responsible for all Subscriptions and levies and the observance and performance of his other obligations as a Member until he ceases to be a Member pursuant to these presents. On ceasing to be a Member he shall forfeit all claims to his entrance fee and Subscriptions or levy or any part thereof, but shall remain responsible for any Subscription or levy in arrear at the date of his ceasing to be a Member.

32. The Board may re-admit to membership any Member who ceases to be a Member upon such terms (including if the Board see fit the payment to the Federation of such sum as the Board may prescribe) as the Board shall see fit to impose as a condition of re-admission.

33. The expression "Member" in Articles 28, 29, 30, 31 and 32 includes Associate Member and Honorary Member and "membership" has a corresponding meaning.

GENERAL MEETINGS

34. An Annual General Meeting shall be held once in every Year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Board. In default of an Annual General Meeting being so held, an Annual General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Board.
35. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings; all General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
36. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting; the Members may requisition an Extraordinary General Meeting as provided by Section 368 of the Act and if so requisitioned an Extraordinary General Meeting shall be convened.

NOTICE OF GENERAL MEETINGS

37. An Annual General Meeting or an Extraordinary General Meeting for the passing of a Special Resolution shall be called on twenty-one clear days' notice at the least. All other Extraordinary General Meetings shall be called on fourteen clear days' notice at the least. Notices calling an Annual General Meeting or an Extraordinary General Meeting shall specify the place, the day and the hour of meeting, and in the case of special business the general nature of such business (and in the case of an Annual General Meeting specify the meeting as such). Such notices shall be given in the manner hereinafter mentioned to such Members and Associate Members as are, under the provisions of these presents, entitled to receive notices from the Federation and to the auditor or auditors for the time being of the Federation.
38. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in Article 37, be deemed to have been duly called, if it is so agreed by such number of Members entitled or having a right to attend and vote thereat as is prescribed by the Statutes.
39. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice, shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. 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 fifteen Members present (in person or by representative or by proxy) shall be a quorum.
41. If within fifteen minutes 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 a date not being less than 7 days following and not more than 28 days following the date of the meeting, such

date, time and place of the adjourned meeting to be notified in writing to the Members, and if at the adjourned meeting a quorum as aforesaid is not present within fifteen minutes from the time appointed for the meeting the Members present (in person or by representative) shall be a quorum.

42. The President shall preside as Chairman at every General Meeting of the Federation. If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or he is unwilling to act as Chairman, the Vice-President, if present, shall take the chair, and if the Vice-President is not present or willing to act, the Members present shall elect a Director, or if no Director is present, or if all the Directors present decline to take the Chair, they shall choose some other Member present to be Chairman.
43. Where by any provision contained in the Statutes special notice is required for a resolution, the resolution shall not be effective unless notice of intention to propose it has been given to the Federation not less than twenty-eight days (or such shorter period as the Statutes permit) before the meeting at which it is proposed, and the Federation shall give to the Members notice of any such resolution as required by and in accordance with the provisions of the Statutes.
44. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one 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.
45. At any General Meeting, unless before or upon the declaration of the result of a show of hands a poll is demanded by the Chairman or by at least five Members having the right to vote at the meeting, or by a Member or Members representing not less than one-tenth of the total voting rights calculated in accordance with Article 51 of all the Members having the right to vote at the Meeting, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the Minutes of the proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
46. If a poll is duly demanded it shall be taken at such time and place, either at once or after an adjournment and in such manner (including by post) as the Chairman may, subject to any byelaws for the time being in force, direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
47. No poll shall be demandable on the election of a Chairman of a meeting or on any question of adjournment.
48. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote.

49. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

50. Every Member present in person or by proxy or representative shall on a show of hands have one vote.
51. On a poll the following table of Subscriptions shall apply in calculating the number of votes a Member is entitled to PROVIDED THAT such Member has paid its Subscription for the Year in which the date of the General Meeting at which the poll was demanded falls:
- (A) For the first £1,000 one vote for each £1 so subscribed.
 - (B) For the next £2,000 one vote for each £2 so subscribed.
 - (C) For the remainder of a Member's Subscription one vote for each £4 so subscribed.

PROVIDED ALWAYS THAT the maximum number of votes to which each Member is entitled shall not exceed 30 per cent of the total votes of all the Members.

52. The Certificate of the Accountant as to the amount of a Member's Subscription shall for the purposes of computing the number of votes upon a poll, be conclusive and no voting on a poll shall be invalidated by an error in such Certificate.
53. On a poll votes may be given either personally or by proxy or in the case of postal voting, in any such manner as the Board may consider suitable or by byelaw prescribe.

ATTENDANCE AT MEETINGS BY REPRESENTATIVES OF MEMBERS

54. Any corporation or firm which is a Member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its Representative at any meeting of the Federation, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or firm which he represents as that corporation or firm could exercise if it were an individual Member.
55. Members may appoint Representatives to attend any General Meeting of the Federation without the formal appointment required by Article 54. Representatives who have not been formally appointed in accordance with Article 54 must be a director or partner of or a senior executive or principal officer of the Member he represents and may not attend a General Meeting at which an extraordinary or special resolution is to be proposed. PROVIDED ALWAYS THAT if, in the opinion of the Board, the nature of any business to be transacted at a General Meeting is such as renders it necessary or expedient to restrict attendances at such meeting to Members or their formally appointed proxies, or their formally appointed Representatives, the Board may so prescribe in the notice convening the meeting, and if so prescribed, attendance at such meeting shall be restricted accordingly.

56. A Representative of a Member who has not been formally appointed in accordance with Article 54 shall, subject as provided in Article 55, be entitled to take part in the business of the meeting, and to vote thereat, and to exercise the same powers on behalf of the Member he represents (and so as to bind the Member) as such Member could exercise if an individual and personally present.
57. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the seal, or under the hand of an officer or attorney so authorised. A proxy need not be a Member.
58. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
59. An instrument appointing a proxy may be in the following form or any other form which the Board shall approve:

“BRITISH COATINGS FEDERATION LIMITED
 I, [name]
 of [address]
 being a Member of BRITISH COATINGS FEDERATION LIMITED,
 hereby appoint [name]
 of [address]
 or failing him/her the Chairman of the Meeting
 as my proxy to vote for me and on my behalf at the
 [Annual/Extraordinary] General Meeting of the British Coatings
 Federation Limited to be held on th 20
 and at any
 adjournment thereof.

Signed this th day of 20 ”

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

THE BOARD

61. The Board shall be the duly elected governing body of the Federation and shall consist of at least 20 Directors but no more than 50 Directors and shall include the following:
 - (A) the President, the Vice-President and the Immediate Past President provided they are also qualified by virtue of article 62
 - (B) each Sector Council Chairman, unless he gives written notice to the Board to the contrary;
 - (C) three (3) Directors who are representatives of the Decorative, Industrial and Powder Coatings and Printing Inks Sector Councils (one of whom shall be

the Sector Council Chairman unless he has declined to hold office) who shall be elected bi-annually by simple majority by the Sector Council Members of each Sector Council.

- (D) such number of Directors as are appointed by the "A" Members in accordance with Article 64(A);
- (E) such number of Directors as are appointed by the Non-A Members in accordance with Article 64(B). The Directors elected under this provision shall retire by rotation in accordance with Articles 90 and 91.
- (F) up to three (3) Non-Executive Directors as are appointed in accordance with Article 65A

For the purposes of this Article only each Sector Council Member, Member or Associate Member as appropriate will be entitled to one vote on a vote to elect a Director.

62. The following persons shall be qualified to be appointed to serve as Directors:

- (A) A Member being an individual.
- (B) A Partner of a Member being a firm.
- (C) A Senior Executive of a Member being a Corporation.

63. No more than 3 Directors at any one time may be Representatives of the same Member or Group.

64. (A) Each "A" Member shall be entitled to appoint a Representative as a Director of the Board to the extent only that such "A" Member is not already represented on the Board by virtue of Articles 61(A), 61(B) or 61(C).
- (B) The Non-A Members shall be entitled to elect by simple majority such number of Representatives as Directors who, when aggregated with other directors who are Representatives of Non-A Members and who hold office by virtue of Articles 61(A), 61(B) or 61(C), will in total exceed by one the total number of Directors who are Representatives of the "A" Members.

65. The Chief Executive shall be entitled to receive notice of, attend and be heard at meetings of the Board but shall not be entitled to vote on resolutions considered and proposed by the Board.

65A. The Board may appoint up to three (3) Non-Executive Directors to support the work of the Federation. In order to appoint a Non-Executive Director one of the following conditions must be met:

- (A) to retain skills of retired Directors who no longer work for a Member company, but still want to contribute to the working of the Federation
- (B) to bring new skills and knowledge from outside the Industry to give another perspective or dimension at Board level that would contribute to the Board's effectiveness

- (C) to have additional voluntary resource to assist the Chief Executive, even representing the Federation (with Board support/approval) in certain circumstances with such activities as lobbying for example
- (D) to supplement/extend resources by being used for specific one-off projects where their knowledge or skills could complement the Federation's

Non-Executive Directorships are voluntary positions with reasonable expenses paid for travelling. Non-Executive Directors shall not have voting rights.

The Board shall have power at any time and from time to time to appoint any person to be a Non-Executive Director. Candidates must be proposed for appointment to the Board in writing signed by at least two Directors accompanied by a statement in writing of the willingness of such person to serve on the Board and the benefit such an appointment will bring to the Federation. Any Non- Executive Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

The Board shall have the power to remove any Non-Executive Director from office at any time if a proposal at a meeting of the Board in accordance with Clause 70 below.

66. A Director shall vacate his office immediately if he:
- (A) becomes bankrupt or enters into a voluntary arrangement with his creditors, or
 - (B) becomes prohibited from being a Director by reason of any Order made under the Statutes, or
 - (C) dies or if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health, or
 - (D) resigns his office by notice in writing to the Federation, or
 - (E) ceases to be a person qualified to be a Director under the terms of Article 62.
67. If a Director is a person who becomes disqualified from being a Director by reason of Article 66 or in the event of the bankruptcy (or, in the case of a Company, its going into liquidation save for the purposes of amalgamation or reconstruction), suspension of payment or compounding with creditors of or by the Member which qualified him to be a Director under Articles 61 his firm or company being a Member he shall, if the Board so resolve, within two months of the bankruptcy, liquidation, suspension of payment or compounding of creditors (as the case may be) coming to their knowledge, vacate his office as Director.
68. If a Director absents himself from a meeting of the Board during a continuous period of six months without leave of absence of the Board, the Board may give him notice that objection is taken to his absence and if such Director absents himself from meetings of the Board held within the three months next following such notice the Board may pass a resolution that he has by reason of such absence vacated office, and he shall upon such resolution being passed ipso facto vacate office as a Director.

- 69 The Federation may from time to time in General Meeting increase or reduce the number of Directors.
- 70 The Members may by Ordinary Resolution in General Meeting of which special notice has been given in accordance with the Statutes remove any Director before the expiration of his period of office, and appoint another qualified person in his stead.
- 71 If any casual vacancy on the Board occurs amongst the representatives elected pursuant to Article 61 (as the case may be) then the relevant provision of Article 61 shall apply to enable that vacancy to be filled.
- 72 Subject to these Articles, in particular Article 71, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting
- 73 No person shall be eligible to be appointed as Director to fill a casual vacancy unless he is:
- (A) a qualified person in accordance with Article 62, and
 - (B) is recommended for appointment by the Board or notice in writing of intention to propose him signed by at least two Members and accompanied by a statement in writing of the willingness of such person to serve on the Board has been lodged at the office at least fourteen days before the day for which the Board Meeting or General Meeting, as the case may be, at which he is to be proposed has been convened.
74. Any Director appointed pursuant to these Articles may by notice in writing to the Federation appoint any other person, who is formally approved to act as an alternate director by the appointing Member and who is willing to act, to be an alternate director in his place and may by notice in writing to the Federation remove from office any alternate director so appointed by him. An alternate director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors which his appointor is entitled to attend, to attend any such meeting (irrespective of whether his appointor is also present) and may vote at any such meeting (provided that his appointor shall not also exercise his right to vote).

POWERS OF THE BOARD

75. The Board may exercise all such powers of the Federation as are not by the Statutes or by these presents required to be exercised by the Federation in General Meeting subject nevertheless to any regulation of these presents and to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Federation in General Meeting; but no regulation made by the Federation in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

76. The Board may from time to time make byelaws for the conduct of the business of the Federation, the conduct of General Meetings, voting by proxy thereat, postal voting, the election of the Board, conduct of meetings of the Board, the appointment, constitution and conduct of meetings of committees of the Board, or any other matters affecting the affairs of the Federation or the rights or duties of Members, and may alter and rescind any byelaws so made. PROVIDED THAT no byelaw so made shall be inconsistent with or involve an alteration or amendment of these presents or shall deal with any matter which can only properly be dealt with by the Federation in General Meeting. PROVIDED FURTHER THAT any byelaw may be revoked or amended by the Federation in General Meeting. The revocation or amendment of a byelaw shall not invalidate any prior act done under such byelaw.
77. Without derogating from the generality of the immediately preceding Article it shall be competent for the Board by byelaw to establish consumer and other groups or sectors including groups or sectors to represent manufacturers of decorative, industrial and powder coatings, printing inks and wallcoverings and by byelaw to regulate the constitution of any group or sector so established, the qualification for and terms and conditions of membership thereof, the governance thereof and all matters whatsoever relative thereto which, in the opinion of the Board, are suitable to be dealt with by byelaw. PROVIDED THAT no group or sector shall be established by the Board unless the same has been requested in writing by not less than three Members.
78. The Board may borrow or raise from time to time for the purposes of the Federation or secure the payment of such sum as it thinks 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 Federation by the issue of debentures or debenture stock (whether at par or at a discount or premium) or otherwise as it may think fit. Debentures or debenture stock may be issued upon such terms and conditions and may confer upon the holders thereof such lawful rights and privileges as the Board shall think fit and may be collaterally secured by a Trust Deed or other security: PROVIDED NEVERTHELESS THAT the borrowing powers contained in this Article shall be subject to the provisions of Clause 3 of the Memorandum of Association of the Federation as qualified by the proviso to such Clause.
79. The Board shall have power to amend from time to time the definition of Turnover.
80. The Board shall have power to appoint and pay on such terms as may be agreed a Chief Executive who shall be responsible to the Board for the day-to-day administration of the Federation and in whom may be vested such duties and powers as may from time to time seem expedient to the Board. The Board shall also have power to appoint and pay on such terms as may be agreed such other officials as may be necessary for the due conduct of the business of the Federation.

PROCEEDINGS OF THE BOARD

81. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of its business. Unless otherwise determined the quorum shall be 8, representing not less than 5 Members. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

82. Where more than one Representative of the same Member is a Director, the Representatives of that Member who are Directors shall only have one vote in aggregate on resolutions of the Board. Where such a Director is also the Chairman of the Board, the aggregation of the votes shall not affect the Chairman's right to a second or casting vote.
83. The President shall preside as Chairman at every meeting of the Board. If at any Meeting of the Board the Chairman is not present within fifteen minutes of the time for which such meeting is convened, the Directors present may appoint some one of their number to be Chairman for such meeting.
84. No Director shall be disqualified by his office from contracting with the Federation either as a vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by, or on behalf of the Federation in which any Director shall be in any way concerned or interested be avoided, nor shall any Director so contracting or being so concerned or interested be liable to account to the Federation for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but it is declared:
- (1) That the nature of his interest shall be declared by him at the Meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement then at the next Meeting of the Board held after he became so interested in a contract or arrangement, and in a case where the Director becomes interested in a contract or arrangement after it is made the said declaration shall be made at the first Meeting of the Board held after the Director becomes so interested.
- (2) That no Director shall vote in respect of any contract or arrangement in which he is so interested as aforesaid and, if he do so vote, his vote shall not be counted, PROVIDED, HOWEVER, THAT this prohibition shall not apply:
- (A) in the case of any contract by or on behalf of the Federation to give to the Directors or any of them any security for advances or by way of indemnity;
- (B) where there is no quorum of Directors in office who are not so interested;
- (C) in the case of any contract or arrangement between the Federation and any other company where the interest of the Director in such company consists solely in his being a director or officer or shareholder of such company;
- and that such prohibition may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract or arrangement, by the Federation in General Meeting.
85. For the purposes of Article 84 a general notice given to the Board by a Director to the effect that he is a member, director or employee of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of such notice be made with that company or firm, shall be deemed to be

a sufficient declaration of interest in relation to any contract so made, PROVIDED THAT no such notice shall be effective unless it is either given at a Meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Meeting of the Board after it is given.

86. A Director interested as aforesaid shall nevertheless be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting, but, except where there is no quorum of Directors in office who are not so interested, shall not be counted for the purpose of ascertaining whether there is a quorum of Directors present at the time of such voting.
87. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number is reduced below the minimum number fixed by or pursuant to these regulations as the necessary quorum the continuing Directors may act for the purpose of summoning a General Meeting of the Federation, but for no other purpose.
88. The Chairman may at any time, and, on the direction of the Chairman or any two Directors, shall convene a Meeting of the Board.
89. All acts done by any Meeting of the Board or Committee, or by any person acting as a Director shall, notwithstanding that 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 not qualified person, be as valid as if every such person had been duly appointed and was a qualified person.

RETIREMENT OF THE BOARD BY ROTATION

90. At every Annual General Meeting commencing with that in the Year commencing on 1st January 2002, four Directors appointed in accordance with Article 61(E) shall retire from office.
91. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last elected or re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
92. A retiring Director shall be eligible for re-election.
93. The Members at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto in accordance with Article 61(E).
94. Except as otherwise authorised by the Statutes, the election or appointment of any person proposed as a Director shall be effected by a separate resolution, and a single resolution purporting to elect or appoint two or more persons to be Directors shall be void.

EXPENSES OF THE DIRECTORS

95. The Board shall be empowered at its discretion to make arrangements for the repayment to Directors of all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including any expenses incurred in attending meetings of the Board.

COMMITTEES

96. The Board may delegate any of its powers or duties (except the election of Members, or the making of byelaws) to Committees, being Committees of Directors, Committees consisting of Directors together with persons who are not Directors, or Committees consisting solely of persons who are not Directors PROVIDED THAT such Committees shall be of any number of Members not being less than three, and THAT the Board may from time to time make, alter and rescind instructions to such Committees as to the exercise of such powers and duties. The General Purpose and Finance Committee (GP&FC) is such a committee whose role it is to support the CEO on strategic matters including Finance and HR. The GP&FC has its own terms of reference, and reports to the Board.
97. The Board shall have the right to appoint a chairman to preside at any Meeting of any Committee, but if no such chairman is appointed a Committee may elect from amongst its members a chairman of its meetings; if no chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting: PROVIDED, HOWEVER, THAT at any meeting of any Committee at which the President is present, he shall take the chair or, if he be not present but the Vice-President be present, the Vice-President shall take the chair, unless in either case they do not wish to do so.
98. A Committee may meet and adjourn as it thinks 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 appointed in accordance with Article 97 shall have a second or casting vote.
99. The quorum necessary for the transaction of business at a meeting of a Committee shall be determined by the Board, and subject thereto by such Committee, and if not so determined shall be three. The continuing members of a Committee, not being less than the necessary quorum, may act notwithstanding any vacancy in their body
100. Committees shall have power to co-opt other members from amongst the Directors and also any other person approved by the Board.
101. The President shall be an ex-officio member of all Committees.
102. A member of a Committee may be removed by resolution of the Board.

SECTOR COUNCILS

103. The Board shall delegate such of its powers or duties or responsibilities as is reasonably practicable and permissible by law (except the election of Members, or the making of byelaws) to Sector Councils PROVIDED THAT the Board may from time to time make, alter and rescind instructions to such Sector Councils as to the exercise of such powers and duties.
104. Each Sector Council shall have a Sector Council Chairman who shall be elected bi-annually by a simple majority of the Sector Council Members of that Sector Council from amongst their number subject to Article 110. For the purposes of this Article only each Sector Council Member will be entitled to one vote when electing such Sector Council Chairman.
105. If at any meeting of any Sector Council its Sector Council Chairman is not present within fifteen minutes of the time for which such meeting is convened, the Sector Council Members present may appoint some one of their number to be Sector Council Chairman for the duration of such meeting.
106. A Sector Council may meet together for the dispatch of business, adjourn and may set up such executive committees, sub-committees or groups as it thinks fit. 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 Sector Council Chairman shall have a second or casting vote.
107. The quorum necessary for the transaction of business at a meeting of a Sector Council shall be determined by the Board, and subject thereto by such Sector Council, and if not so determined shall be four. The continuing members of a Sector Council, not being less than the necessary quorum, may act notwithstanding any vacancy in their body
108. The President, the Vice-President and the Immediate Past President, shall by virtue of their office be entitled to receive notice of, attend and be heard at all Sector Council meetings but shall not be entitled to vote in that capacity on resolutions considered or proposed by the Sector Councils.

SECTOR COUNCIL MEMBERS

109. Any Member engaged in the relevant Sector shall be eligible to be a Sector Council Member PROVIDED ALWAYS THAT not more than one Member from the same Group may become a Sector Council Member of the same Sector Council without the consent of the Board and then only upon such terms as the Board may impose.
110. For the purposes of Article 109 every reference to a Member shall include an Associate Member PROVIDED ALWAYS THAT Associate Members shall not be appointed as Sector Council Chairman or as a Director in accordance with Article 61(C).

SEAL

111. The Common Seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Directors, or such other person as the Board may appoint for the purpose, and those Directors or other person as aforesaid shall sign every instrument to which the Seal of the Federation is so affixed in their presence.

APPOINTMENT OF PRESIDENT AND VICE-PRESIDENTS

112. In each Year the President and a Vice-President shall be elected by the Board from the Members, to hold office subject to the provisions of these Articles as from the close of the Annual Conference of the Year of his appointment until the close of the next following Annual Conference: PROVIDED ALWAYS THAT no person may hold office as President for more than 2 consecutive Years.
113. The Board may make or vary regulations as to the procedure by which the elections under Article 112 shall be carried out, as to the time and manner in which nominations may be made and all other matters connected with or incidental to the appointment of the President and/or the Vice-President as in the opinion of the Board require regulation and are not expressly provided for in these Articles.
114. The election of the President and the Vice-President each Year shall be conducted at such time as it is anticipated will enable the results thereof to be available at the time the notice convening the Annual General Meeting for such Year is issued, but no such election shall be invalidated by the fact that the result is not available in time for such notice, nor shall such notice be in any way affected thereby.
115. A President or Vice-President who falls within the provision of Articles 66 or 67 shall thereupon cease to be President or Vice-President, as the case may be.
116. A casual vacancy in the office of President or Vice-President may be filled by the appointment thereto by resolution of the Board of one of their number, but the Director so appointed shall hold office only until the close of the next following Annual Conference and shall then retire from such office, but shall be eligible for re-election.
117. A President shall upon vacating such office (otherwise than in consequence of disqualification under Articles 66(A), 66(B), 66(C), 66(E) or 67), if willing to accept office as such become the Immediate Past President and shall be entitled to hold that office until a subsequent President vacates office (otherwise than as aforesaid) and accepts office as Immediate Past President whereupon the Immediate Past President (if any) then in office shall retire from that office. An Immediate Past President shall be subject to disqualification under the provisions of Articles 66 or 67.
118. In the event of the office of Immediate Past President remaining vacant for more than fourteen days the Board may fill the same by electing thereto a person formerly having held the office of President. The appointment of a Director to the office of Immediate Past President shall be deemed to cause a casual vacancy on the Board.
119. An Honorary Treasurer may be appointed by the Federation in General Meeting and shall hold office until the Annual General Meeting next following his appointment,

when he shall retire, but shall be eligible for re-appointment. The Honorary Treasurer shall be entitled to receive notice of, attend and be heard at meetings of the Board, but not to vote thereat.

120. It shall be competent for the Board as and when it sees fit to appoint an Honorary Deputy Treasurer who shall hold office at the will of the Board. The Honorary Deputy Treasurer shall be entitled to receive notice of, attend and be heard at meetings of the Board, but not to vote thereat.

ACCOUNTS

121. The Board shall cause proper books of account to be kept with respect to:
- (A) All sums of money received and expenses paid by the Federation, and the matter in respect of which the receipt and expenditure takes place;
 - (B) All sales and purchases of goods by the Federation; and
 - (C) The assets and liabilities of the Federation.
122. The books of account shall be kept at the Office, or at such other place or places as the Board think fit and shall always be open to the inspection of the Directors.
123. The Board shall once at least in every Year lay before the Federation in General Meeting an Income and Expenditure Account for the period since the preceding account, made up to a date not earlier than the date of the Meeting by more than nine months. The Board shall also cause to be made out in every Year and to be laid before the Federation in General Meeting a Balance Sheet as at the date to which the Income and Expenditure Account is made up.
124. Every such Balance Sheet shall give a true and fair view of the state of affairs of the Federation as at the date to which the Income and Expenditure Account is made up, and every such Income and Expenditure Account shall give a true and fair view of the income and expenditure of the Federation for the period for which is it made up.
125. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in General Meeting, shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Federation.

NEGOTIABLE INSTRUMENTS AND CONTRACTS

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

NOTICES

127. A notice may be served by the Federation upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.
128. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Federation an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Federation: PROVIDED THAT notwithstanding the foregoing the Federation shall be at liberty if it so desires to send notice to any Member described in the Register of Members by an address outside the United Kingdom.
129. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

REGIONS

130. Pursuant to the powers conferred on the Board under these Articles and in amplification of Article 96 hereof it shall be competent for the Board by byelaw to establish such Regions of the Federation representing geographical areas as it deems appropriate.

WINDING UP

131. Clause 7 of the Memorandum of Association of the Federation relating to the winding up and dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.