

Number of
Company

883837 11



41

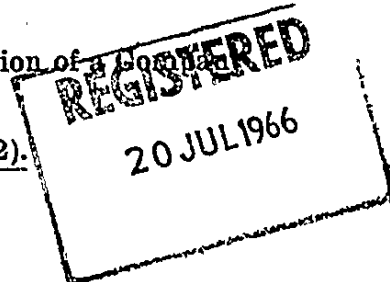
THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a ~~company~~

Pursuant to Section 15 (2).



Insert the
Name of the
Company.

LAMINATED PLASTICS FABRICATORS ASSOCIATION LIMITED

LIMITED

& Co. (BUSH HOUSE) LIMITED

Company Registration Agents

1/3 Leonard Street, City, E.C.2.

Presented by

DERICK BURTON & CO.

70 Wigmore Street, London, W.1.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, FREDERICK WILLIAM BURTON

of 70 Wigmore Street, London, W.1.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) _____

a Solicitor of the Supreme Court engaged in the formation _____

of LAMINATED PLASTICS FABRICATORS ASSOCIATION LIMITED

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 11th Christopher

Place Wigmore St

101

the 12th day of July

one thousand nine hundred and sixty
six

Frederick W. Burton

Before me,

John E. Frost

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

Note.—This margin is reserved for binding and must not be written across.

THE COMPANIES ACT 1948

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

Memorandum

—AND—

Articles of Association

—OF—

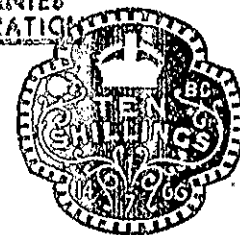
**LAMINATED PLASTICS
FABRICATORS ASSOCIATION
LIMITED**



THE COMPANIES ACT 1948

883837

2



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Memorandum of Association

—of—



**LAMINATED PLASTICS FABRICATORS
ASSOCIATION LIMITED**

1. The name of the Company (hereinafter called the "Association") is
LAMINATED PLASTICS FABRICATORS ASSOCIATION LIMITED
2. The Registered Office of the Association will be situate in England.
3. The Objects for which the Association is established are—
 - (a) To promote, extend and encourage the specification and use of Decorative Laminated Plastics and components and assemblies made therefrom, by Architects, Builders and others.
 - (b) To establish and maintain a high standard of quality of those products and to promote the demand for such quality.
 - (c) To devise and issue from time to time "Quality Specifications".
 - (d) To promote the adoption of such Specifications by nominating bodies.
 - (e) To promote the adoption of such Specifications by Manufacturers and Fabricators of Decorative Laminated Products.
 - (f) To give consideration to the terms and conditions of contracts having particular reference to the correct specification and use of Decorative Laminated Plastics and components and assemblies made therefrom, and of warranties as to their correct use to be given by Members.
 - (g) To encourage the settlement of disputes by arbitration, and to nominate arbitrators and umpires on such terms and in such cases as may seem expedient.

- (h) To arrange publicity, exhibitions and demonstrations and in other similar ways which may seem desirable or necessary, to promote the proper application of fabricated products which incorporate Laminated Plastics.
- (i) To consult with other trade organisations, associations and representative bodies and to represent the members on any questions of policy which may affect them in any way.
- (j) To amalgamate or affiliate with, or become absorbed in, any other Association whose objects are, or include, objects similar to those of this Association, or any of them.
- (k) To place before Government Departments and officials the views of members of the Association upon matters affecting the industry.
- (l) To supervise and finance research undertaken in the interests of members.
- (m) To arrange regular meetings of members of the Association, in order to facilitate the implementation of the Objects of the Association.
- (n) To assist co-operation and the exchange of knowledge between those engaged or interested in the application of laminated products.
- (o) To procure and arrange for the delivery of lectures and the holding of discussions and study groups and to print, publish and circulate such papers, periodicals, bulletins, pamphlets, books and other publications as are conducive to any of the foregoing objects.
- (p) To watch the course of Parliamentary and local Legislation and take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Association may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Association or effecting any modifications in the constitution of the Association and to oppose any such steps taken by any other person or organisation which may be considered likely directly or indirectly to prejudice the interests of the Association.
- (q) And in furtherance of the foregoing objects, to do any of the following things—
 - (1) To provide, equip and maintain premises, assembly rooms and other accommodation as may seem expedient.
 - (2) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any activity or proposed activity of the Association, and to improve, develop and turn to account and deal with the same in such manner as may be thought expedient.
 - (3) To borrow and raise money by way of donations annual subscriptions or otherwise and to secure or discharge any debt or obligation of or binding on the Association in such manner as may be thought fit and in particular by mortgages and charges upon all or

any of the property and assets of the Association, or by the creation and issue on such terms as may be thought expedient of debentures or other obligations of any description.

- (4) To lend money to and guarantee the performance of the obligations of any such person or body of persons as aforesaid in any case in which such loan or guarantee will further the objects of the Association.
- (5) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the property, assets, rights and effects of the Association, or any part thereof, for such consideration as may be thought fit.
- (6) To assist or promote any charity or charitable object which furthers the objects of the Association.
- (7) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (8) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (r) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:—

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales Secretary of State for Education and Science the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be

answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof, shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor to prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the council of management or other governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or other governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or other governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
5. The liability of members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds (£5).
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever

the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

Names, Addresses, and Descriptions of Subscribers.

Geoffrey Alfred Payne	<i>[Signature]</i> Director	Channel Plastics (Fabrication) Ltd. Bristolington Bristol
John Valentine Griffiths	<i>[Signature]</i> Director	C.V. Crefford & Co North Bridge Road West Drayton
Ernest Arthur	Technical Advisor	Formica Limited 84-86 Regent St. W.I.
Matthew J. Foster	<i>[Signature]</i> Director	W.H. Foster & Sons Ltd Blackheath
Leslie A. Jackson	Director	Birmingham Jackson Displays Ltd 96 The Promenade Cheltenham
John Philip	<i>[Signature]</i> Director	The Freshboards Co Ltd Prince Way: Team Valley Gateshead.
Arthur Wood	Group Sales Manager	Ballsbridge Ltd 12/18 Grosvenor Gardens London S.W.1.

DATED the

11th

day of

July

1966

WITNESS to the above signatures:—

Gladys F. Shemill
Secretary

Flat C.
72 St Ruck Rd.
Richmond on Thames

883837 / 4



THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Articles of Association

—OF—

**LAMINATED PLASTICS FABRICATORS
ASSOCIATION LIMITED**



INTERPRETATION

1. In these articles:—

“the Act” means the Companies Act, 1948. ✓

“the seal” means the common seal of the Company.

“Secretary” means any person appointed to perform the duties of the secretary of the Company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

OBJECTS

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purpose of Registration the number of members of the Association shall not exceed 100 but the Council may from time to time register an increased number. ✓
4. Such persons Companies or firms as shall be admitted to membership in accordance with these Articles and the Byelaws for the time being in force and none other, shall be members of the Association, and shall be entered in the Register of Members accordingly.
5. Members shall be admitted upon such terms and conditions as the Council may from time to time determine.

6. Until otherwise determined by the Council the following are eligible for membership of the Association.
 - a. The subscribers to the Memorandum of Association.
 - b. The signatories of the original Rules and Regulations dated 7th July 1960 of the Laminated Plastics Fabricators Association, and present members of such Association, who are prepared to undertake to abide by the provisions of the Memorandum and Articles of Association.
 - c. Manufacturers of Decorative Laminates.
 - d. Fabricators of Decorative Laminates.
 - e. Manufacturers of speciality equipment used by fabricators of Decorative Laminates.
 - f. Manufacturers of ancillary materials used by fabricators of Decorative Laminates, e.g. adhesives: core materials.
 - g. Honorary Members as hereinafter defined.
7. Application for Membership shall be submitted to the Council through the Secretary of the Association on the Association's Membership Application Form for the time being in force and shall be supported by two members of the Association. If elected to Membership by the Council the applicant shall pay the appropriate membership entrance fee (if any) together with the first year's Annual Subscription (*in such form as the Council may require*) and on giving an undertaking to observe the Memorandum and Articles of Association and the Byelaws and Rules and Regulations for the time being in force shall become a member of the Association.
8. On becoming a Member, a firm, company or corporate body shall nominate an individual, being a director, partner or senior official to represent him or it at meetings of the Association, its Council and Committees and to be eligible on the member's behalf to serve on the Council, on Committees and to vote on his or its behalf. A member may also nominate additional individuals to act in case of necessity but only one of such nominees may vote on any motion.
9. Every member shall be bound to the best of his ability to further the objects and interests of the Association and shall observe the provisions of the Memorandum and Articles of Association and of all the Byelaws, Rules and Regulations of the Association for the time being in force. A member shall be bound to make good to the Association any loss or damage which the Association shall sustain through any wilful act or default on his part or through any misrepresentations on his part.
10. Every member shall from time to time notify to the Honorary General Secretary an address to be registered as his place of address. Any member failing to comply with this regulation shall not be entitled to receive notice of any meeting or proceeding of the Association and no meeting or proceeding shall be invalidated by reason of his not having received such notice as aforesaid.

11. Honorary members shall be elected by the Association at the Annual General Meeting for one year and such members are eligible for re-election annually. Names of candidates for Honorary Membership must be submitted to the Secretary for presentation to the Council at least three months prior to the General Meeting and the proposal to elect must appear on the Agenda of the Annual General Meeting. Honorary Membership shall confer the privileges and be subject to the limitations stipulated by the Council from time to time, but the Association may from time to time vary these conditions in General Meeting.

SUBSCRIPTION

12. Every member shall pay to the Association such entrance fee (if any) and annual subscription as the Association may from time to time determine. Every determination of the Council under this or the next following Article as to the amount of the entrance fee or annual subscription shall be submitted for approval to the next following General Meeting of the Association and effect shall be given to any variation thereof resolved on by such meeting; nevertheless pending submission as aforesaid the determination of the Council shall be treated as of full force and effect. Honorary Members shall not be required to pay any entrance fee or annual subscription.
13. The annual subscription shall be payable in advance in every year or on being accepted to membership for the unexpired part of the current financial year of the Association.

CESSATION OF MEMBERSHIP

14. Any member may withdraw from the Association upon giving notice in writing to the Secretary three calendar months or more before the end of the term covered by his annual subscription of his intention so to do; and on the expiration of such notice he shall cease to be a member.
15. Any member who shall become bankrupt or insolvent or being a company shall go into liquidation (other than for the purpose of reconstruction) or execute an assignment of his or its property for the benefit of creditors, or avail himself or itself of any bankruptcy or insolvency act for the time being in force shall forthwith cease to be a member of the Association.
16. The Council shall have power by resolution duly passed to determine the membership of any whose subscription shall be in arrears for six months after same shall have become due. Any arrears of subscription shall remain a debt due to, and recoverable by, the Association. The Council shall have the power to reinstate a member whose membership has been determined in accordance with this Article, on such terms and conditions as it may think fit.
17. The Council shall have the power, by resolution passed by a three-fourths majority of those present and voting at a specially convened meeting, to

censure or expel any member for failure to comply with the Articles of Association or the Byelaws Rules and Regulations or decisions of the Association or the Council, or for any act which the Council may consider to be detrimental to the interests of the industry, but this power shall not be exercised until after the member has been informed of the nature of the complaint against him and been given full opportunity of attending the said meeting and hearing the nature of any evidence against him and of giving any explanation or denial he may desire.

CHAIRMAN OF THE ASSOCIATION

18. The Chairman or in his absence the Vice-Chairman shall take the Chair at all Meetings of the Members and of the Council.
19. The Chairman may be a Member of the Association or a nominee of a member of the Association or an independent person (not being a member or an employee of a member), and shall be elected annually by the members of the Association.
20. He shall hold office for twelve months effective from the day following the Annual General Meeting at which he is elected.
21. He shall be eligible for re-election for a second and a third consecutive year but not thereafter until at least one year has elapsed.
22. A Chairman, not being eligible for re-election, is eligible to become an ex-officio member of the Council for the year after he vacates office.
23. If from any cause the Chairmanship becomes vacant such vacancy shall be filled by the Vice-Chairman who shall hold office until the following Annual General Meeting.

THE COUNCIL

24. The management and control of the affairs of the Association shall be vested in a Council.
25. The Council shall until otherwise resolved in General Meeting consist of:—
 - (a) The Chairman for the time being of the Association.
 - (b) The Vice-Chairman.
 - (c) Four elected Members of the Council.
 - (d) Members who shall be co-opted by the Council.
 - (e) The Honorary Secretary.
 - (f) The Honorary Treasurer.
 - (g) Ex-officio members.
26. The Association in General Meeting may from time to time increase or reduce the number of members of the Council.
27. The ex-officio members of the Council shall unless otherwise determined in General Meeting be the Immediate Past Chairman of Council and such other persons as shall from time to time be determined by the Council.

28. The Association in General Meeting may by an Extraordinary Resolution remove any ordinary member of Council before the expiration of his term of office, and may by the same or by an ordinary Resolution appoint another qualified person in his stead.

POWERS OF THE COUNCIL

29. The Council may, in addition to the powers and authorities expressly conferred upon it by the Articles exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the Memorandum or by these Articles or by statute directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to any regulations made from time to time by the Association in General Meeting, provided that no such regulations shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.
30. Subject to the restrictions but otherwise without prejudice to the general powers conferred by Article 29 and so as not to restrict or limit those powers in any way, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:
- (a) To purchase or otherwise acquire for the Association any properties, rights or privileges which the Association is authorised to acquire at or for such price or consideration and generally on such terms and conditions as it may think fit.
 - (b) To appoint, and at its discretion remove dismiss or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit and to define their duties and powers and to fix their salaries or emoluments and to require security in such instances and to such amount as it may think fit.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
 - (d) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
 - (e) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
 - (f) To determine who shall be entitled to sign on the Association's behalf receipts, releases, contracts and other documents.
 - (g) To determine in what manner the surplus income of the Association shall be applied.

- (h) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Council may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Association.
- (i) To make and impose, vary and repeal Byelaws, Rules and Regulations for the administration and government of the Association and for carrying its objects into effect provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents, and in particular shall not amount to such an alteration of or addition to these Articles as could only legally be made in General Meeting.
- (j) To pay all expenses incurred in carrying out the objects of the Association, including the preparation and sending out of forms of proxy, the cost of stamping same, and the posting thereof to and from members.
- (k) To deal with any case of emergency that may arise and which is not provided for by these presents or the then existing Byelaws, Rules and Regulations of the Association.
- (l) To elect or expel members of the Association.
- (m) To co-opt to the Council subscribing members of the Association not exceeding five in number, unless otherwise authorised in General Meeting.
- (n) To establish and from time to time vary the groups, classes or sections in which members shall be placed and to define or vary the qualifications for membership of each group, class or section.

PROCEEDINGS OF THE COUNCIL

- 31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit, and may determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of Council shall form a quorum. The Honorary Secretary shall upon the request of the Chairman or any three members of Council convene a meeting of the Council. A member of the Council who is and whilst out of the United Kingdom shall not be entitled to notice of any such meeting.
- 32. The Chairman or in his absence the Vice-Chairman shall take the Chair at all meetings of the Council.
- 33. The Chairman and Vice-Chairman of the Council shall be members of all Committees and Sub-Committees.
- 34. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which, by or under the regulations of the Association for the time being, are vested in or exercisable by the Council or the Executive Committee respectively.

35. The Council may delegate any of their powers to any Committees or Sub-Committees consisting of such members of their body or of the Association as they shall think fit. Any Committee or Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed upon it by the Council.
36. The meetings and proceedings of any Committee or Sub-Committee (consisting of three or more members) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding clause.
37. All acts done at any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member of the Council or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a member of the Council.
38. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst the members of the Council.
39. All members of the Council or any Committee or Sub-Committee shall have one vote.
40. Questions arising at any meeting of the Council or any Committee or Sub-Committee shall be decided by a majority of votes and in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
41. A resolution in writing signed by all the members of the Council, or any Committee or Sub-Committee, shall be as valid and effectual as if it had been passed at a meeting of the Council, Committee or Sub-Committee duly called and constituted.
42. All the Members and Officers of the Council and of all Committees and Sub-Committees shall hold office for twelve months, or until the next Annual General Meeting, effective from the day after the Annual General Meeting at which they are elected or if elected during the year shall hold office until the next Annual General Meeting and shall be eligible for re-election, as provided herein.
43. A member of Council may send in his resignation in writing to the Council, and on its acceptance by the Council, but not till then, he shall cease to be a member of Council.
44. The Council shall have the power to fill any casual vacancy which may arise amongst its officers or members and person appointed to fill such casual

vacancies shall hold office until the Annual General Meeting following their election.

45. The Council each year shall nominate an individual for election as Chairman.
46. The Council each year shall nominate an individual for election as Vice-Chairman.
47. The Council each year shall nominate an individual for election as Honorary Treasurer.
48. The Council each year shall nominate an individual for election as Honorary Secretary.

DISQUALIFICATION OF COUNCIL MEMBERS

49. The office of a Member of the Council and of any Committee and Sub-Committee shall *ipso facto* be vacated if such Member
 - (a) Shall be absent from three consecutive meetings of the Council, Committee or Sub-Committee without giving due notice to the Honorary Secretary or Chairman, or
 - (b) Without the consent of the Association in General Meeting shall hold any office or place of profit under the Association, or
 - (c) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (d) Becomes prohibited from being a Director of a Company or the Association by reason of any Order made under Section 188 of the Act, or
 - (e) He or his firm or company cease to be a member of the Association or he ceases to be nominated representative of such firm or company.
 - (f) Becomes of unsound mind, or
 - (g) Is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 199 of the Act.

A member of the Council or any Committee or Sub-Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

GENERAL MEETINGS

50. The Association shall in each year hold a General Meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association

holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

51. All General Meetings other than annual general meetings shall be called Extraordinary General Meetings.
52. The Council may, whenever it thinks fit, and shall upon the requisition of members representing not less than one-fifth of the total voting rights of all the members having at the said date the right to vote at General Meetings, forthwith proceed to convene an Extraordinary Meeting of the Association and in the case of such requisition the following provisions shall have effect:
 - (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form, each signed by one or more requisitionists.
 - (b) If the Council does not proceed to cause a meeting to be called within 28 days and held within three calendar months from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of the deposit.
 - (c) Any meeting convened under this Article by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by the Council.

NOTICE OF GENERAL MEETINGS

53. Not less than twenty-one days' notice to the members, exclusive of the day on which the notice is served or deemed to be served, and of the day for which notice is given, specifying the place, day and hour of meeting, and in the case of special business the general nature of such business, shall be given of every Annual General Meeting and Extraordinary Meeting, and the notice sent by post or otherwise served as hereinafter provided. Subject to such shorter notice as agreed by all the members a meeting may be convened and held in such manner as the members may think fit.
54. The ordinary business of the Annual General Meeting in each year shall be to receive and consider the Accounts, Balance Sheet and Reports of the Council and the Auditors, to receive the report of the scrutineers on the election of officers and members of Council, and to transact any other business which ought to be transacted at an Annual General Meeting and any business which is brought under consideration by any report of the Council issued with the notice convening such meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

55. Any member wishing to bring before an Annual General Meeting any motion not relating to ordinary business shall give notice thereof to the Secretary not less than thirty days before the date at which such meeting shall be held, and no such motion shall come before the meeting unless notice thereof has been given.

PROCEEDINGS AT GENERAL MEETINGS

56. The quorum of a General Meeting of the Association shall be one-third members present in person and entitled to vote, or 20 whichever is the lesser, and no business shall be transacted at any General Meeting unless the quorum requisite be present, save and except as provided by Article 60 hereof.
57. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Association.
58. If there be no such Chairman, or if at any General Meeting he be not present within 15 minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman of the meeting, the members of the Council present, or in their absence, or if all such members present decline to act, then the members present shall choose some one of their number to be Chairman.
59. The Chairman of a General Meeting may with the consent of the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, and no notice of such adjourned meeting shall be necessary.
60. If within 30 minutes from the time appointed for a General Meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. No notice of such adjournment shall be necessary, and at such adjourned meeting the members present entitled to vote, whatever may be their number, shall have power to decide all matters which could properly have been disposed of by a quorum at the original meeting.
61. Except where otherwise provided, or unless a poll be demanded, every question to be decided by any General Meeting, shall be decided by show of hands. In any case of equality of votes the Chairman of the meeting shall have a second or casting vote.
62. At any General Meeting, unless a poll be demanded as provided in Article 63, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Books of the Association shall be conclusive evidence of the fact without further proof.

63. A poll may be demanded by five or more members present and qualified to vote, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and it shall be taken in such manner, at such place and immediately or at such time within seven days of the meeting, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the General Meeting at which the poll was directed.
64. The demand of 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. No poll shall be demanded on the election of a Chairman or on any question of adjournment.

VOTING POWERS AT GENERAL MEETINGS

65. At a General Meeting of the Association every Member shall have one vote.
66. Votes on a poll may be given either personally or by proxy and the provisions of Articles 24, 25, 26, 27, 28 & 29 of Table C of the Act shall be deemed to be incorporated herein.

NOMINATIONS OF OFFICIALS

67. Not less than five weeks prior to the date of the Annual General Meeting each year, the Council shall issue to every member of the Association entitled to vote, a list of duly qualified persons whom they nominate for the offices of Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary.

There shall be printed on the statement, a summary of the regulations relating to the election of Officers and Ordinary Members of Council, and a date (which shall not be less than 20 days prior to the Annual General Meeting) on or before which, nominations by members must be received at the registered office of the Association.

68. Three or more members who are entitled to vote may nominate any other duly qualified person for election as Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary or Ordinary Member of Council, by delivering such nomination in writing to the registered office of The Association together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same appointment.

If the nominations of individuals as Ordinary Members of Council received by the date stipulated in Article 67 are insufficient to fill the vacancies, the Council may nominate individuals who qualify and who have indicated they are willing to serve.

69. Should the number of nominations exceed the number of vacancies for any appointment on the Council a ballot shall be taken, and not less than 14

days prior to the Annual General Meeting a voting list shall be prepared and issued to every member entitled to vote.

The list shall give instructions as to its use and shall contain the names of all persons duly nominated to fill the vacancies referred to above. Provided that if the candidates nominated for any class of vacancy are not more in number than the vacancies of that class, the persons so nominated shall be deemed to be duly elected and there shall be no ballot with respect to that class of vacancy.

70. The member voting shall not sign the list but shall signify upon it in the manner stated in the directions the candidate or candidates for whom he desires to vote, and shall then fold and enclose it in a sealed envelope bearing his signature on the outside. The voting paper must be delivered at the registered office of the Association not less than four clear days prior to the date of the Annual General Meeting.
71. Each member entitled to vote shall be entitled to one vote in respect of each vacancy on the Council, but shall not give more than one vote to any one candidate. Honorary Members shall not be entitled to vote.
72. The envelopes containing the voting lists shall be opened and the votes counted in the presence of two scrutineers (not being members of Council or candidates for election as members of Council) appointed by the Chairman, and the scrutineers shall report the result to the Chairman of the Annual General Meeting or of any adjournment thereof.
73. The candidates who receive the most votes shall thereupon be declared by the Chairman of the meeting to be duly elected members of the Council for the ensuing year, but in any case of equality of votes the Chairman shall give a casting vote.

SEAL

74. The Council shall provide a common seal for the purpose of the Association and shall affix the seal of the Association to all deeds and documents requiring same and shall provide a register in which record is made of all documents to which the seal is affixed.
75. The Council shall provide for the safe custody of the seal and the seal shall only be used by the authority of the Council or a duly authorised Committee thereof previously given, and in the presence of one member of the Council who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Honorary Secretary or by a second Council Member or some other person appointed by the Council.

MINUTES

76. The Council shall cause minutes to be duly entered in books provided for the purpose:
 - (a) Of all appointments of officers.

- (b) Of the names of the members present at each meeting of the Association and of the Council, the Committees and Sub-Committees.
- (c) Of all orders made by the Council, Committees and Sub-Committees.
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council, Committees and Sub-Committees.

And any such minutes of any meeting of the Council, of the Committees, Sub-Committees, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such Minutes.

FINANCE AND ACCOUNTS

- 77. The Council shall cause proper books of account to be kept in accordance with section 147 of the Act or any amendment thereof of moneys received and expended by the Association and the matters in respect of which such receipt and expenditure take place, of all sales and purchases of goods by the Association and of the assets, credits and liabilities of the Association. The books of account shall be kept at the Registered Offices or, subject to Section 147 (3) of the Act, at such other place or places as the Council think fit.
- 78. The Council shall reserve and set apart out of the moneys of the Association such sums as in their judgment are necessary or expedient to be at the discretion of the Council applied and provided against losses on leasehold and other property subject to depreciation, or to meet claims on or liabilities of the Association, or to be used as a sinking fund to pay off debentures or other liabilities of the Association or any other purpose of the Association.
- 79. All moneys of the Association not immediately applicable for any payment to be made by the Association may, subject to the provisions of the Memorandum of Association, be invested by the Council in such trustee securities or other investments as the Council may from time to time think proper, or deposited with the Association's bankers.
- 80. The books of account shall always be open to inspection by the members of the Council and shall also at all reasonable times during business hours be open to inspection by other members of the Association, subject only to such reasonable restrictions as to the manner of inspecting the same as may be from time to time imposed by the Council.
- 81. At the Annual General Meeting in each year the Council shall lay before the Association a statement of account showing the receipts and expenditure of the Association made up from the time of the last preceding account to a date not more than six months before the meeting; together with a balance sheet made up as at the same date. The balance sheet shall be accompanied by reports of the Council and of the Auditors, and shall be signed by at least two members of the Council and countersigned by the Honorary Secretary, and a copy thereof and of the reports, shall be sent to

every member of the Association entitled to receive notice of General Meetings not less than twenty-one clear days previously to the date of the Meeting.

AUDIT

82. Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts and balance sheet certified by one or more Auditor or Auditors, who shall also make a report thereon to be laid and read before the Association at the Annual General Meeting.
83. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.
84. No member of Council or other officer shall be eligible as Auditor.
85. The Auditor or Auditors shall have free access at all times to the books, accounts and vouchers of the Association and shall be entitled to require all such information and explanation as may be necessary for the performance of his or their duties, and shall be supplied with copies of the accounts and balance sheets intended to be laid before the Association in General Meeting twenty-one days at least before the date of the Meeting.

NOTICE TO MEMBERS

86. A notice may be served by the Association upon any member either personally or by post to such member at his registered place of address. Any notice required to be given by advertisement shall be advertised once in any newspaper or journal circulating amongst Plastics and allied trades.
87. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
88. Notice of every general meeting shall be given in any manner hereinbefore authorised to:—
 - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

89. The accidental omission to give any notice to, or the non-receipt of any such notice by any members shall not invalidate the proceedings of or any Resolution passed at any meeting.

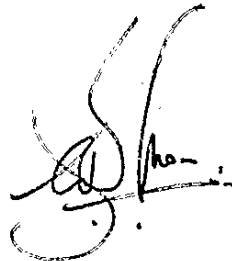
INDEMNITY

90. Every member of the Council, Committee, Sub-Committee, and any officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses, including travelling expenses, which any such member, officer or servant may incur or become liable to by any contract properly and reasonably entered into or act or deed properly and reasonably done by him as such member, officer, or servant, or in any way in the discharge of his duties; but this provision shall have effect subject to Section 205 of the Act.
91. No member of the Council, Committee, Sub-Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss of expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by the order of the Council for or on behalf of the Association or of the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty; but this provision shall have effect subject to Section 205 of the Act.

Names, addresses & descriptions of Subscribers:

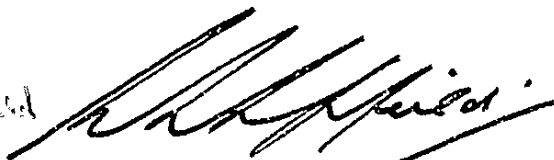
47.S.

Anthony Woodbridge



Company Director
Chancel Plastics (Furniture)
Bristington, Bristol.

Cecil Martin Griffiths



Director
C.V. Griffiths & Co
West Drayton, Middx

Pauline Jane Smith



Technical Adviser
Formica Ltd
Regent St. W.1.

Continued on leaf

Anthony John Foster

[Signature]

Director
Will Foster & Sons Ltd
Blackheath
Birmingham

Leslie Alfred Jackson

[Signature]
Leslie A. Jackson
Director

Jackson Displays Ltd
Cheltenham.

John Philip How

[Signature]
John P. How

Director
The Bushboard Co Ltd
Galeshead-on-Tyne.

Donald William Sherwood

[Signature]
Donald W. Sherwood

Group Sales Manager
Bakelite Limited
121/18. Grosvenor Gardens
London S.W.1.

Dated the 11th day of July 1966,

Witness to the above Signatures :-

Gladys F. Shemill
Secretary

Flat 6,
72 St. Ruck Road
Richmond on
Thames.

DUPLICATE FOR THE FILE.

No. 683837



Certificate of Incorporation

I Hereby Certify that

LAMINATED PLASTICS FABRICATORS ASSOCIATION LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **TWENTIETH DAY OF JULY**
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

HASE & Co. LONDON, LIMITED

Date.

20 JUL 1966

1/8 Inc



LAMINATED PLASTICS FABRICATORS ASSOCIATION

A Company Limited by Guarantee

Reply to:

Registered Offices
70 Wigmore Street
LONDON W1H 9DL
(01-935 8534/5)

No. of Company - 883837 / 17

The Companies Act 1948

COMPANY NOT HAVING A SHARE CAPITAL

Special Resolution

of

LAMINATED PLASTICS FABRICATORS ASSOCIATION LIMITED

At a General Meeting of the members of the Laminated Plastics Fabricators Association Limited held at Kensington Close Hotel, London W.8. on the 19th October, 1972 the following resolutions were passed as SPECIAL RESOLUTIONS:

1) That Paragraph 6 of the Articles of Association be amended by deleting Paragraph C, D, E, F and G and substituting the following:-
Namely:

C) Fabricators of Decorative Laminates

D) Suppliers to the Decorative Laminate Fabricating Industry

e.g. Manufacturers of Decorative Laminates
Distributors of Decorative Laminates
Manufacturers of speciality equipment
Suppliers of speciality equipment
Manufacturers of ancillary materials and accessories
(e.g. adhesives, core materials, hardware etc.)
Suppliers of ancillary materials and accessories
(e.g. adhesives, core materials, hardware etc.)

E) Honorary Members as hereinafter defined

2) To amend Paragraph 24 of the Articles of Association by deleting it in its entirety and substituting the following:-
Namely;

The management and control of the affairs of the Association shall be vested in a Council which shall consist of not less than 50% proportional representation of Fabricator Members.

WAT & Co. (C) Ltd.

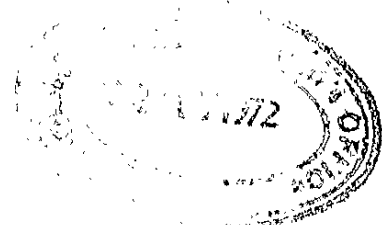
Company Registrar

2101 Cooper Street, L

Tel: 01-935 4 33

R.C. Palmer

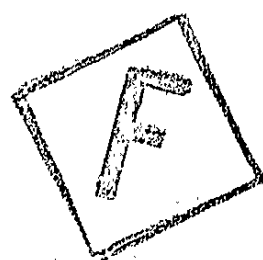
Chairman



Company No: 883837

139.

C/W
S/P Public



BRITISH LAMINATED PLASTICS FABRICATORS
ASSOCIATION LIMITED

Incorporated the 20th July 1966



Memorandum and Articles of Association

The Companies Acts, 1948 - 1976
Company Limited By Guarantee
And Not Having A Share Capital

This is to certify that this document has
been printed by Lithography.
p.p. HART & CO. (CITY ROAD) LIMITED



..... DIRECTOR

EUROPEAN COMMUNITIES ACT, 1972

We hereby certify that this document
complies with the above Act.

.....
Director/Secretary

Memorandum of Association

THE COMPANIES ACTS, 1948 to 1976
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

OF

BRITISH LAMINATED PLASTICS FABRICATORS
ASSOCIATION LIMITED.

1. The name of the Company (hereinafter called the "Association") is
*"BRITISH LAMINATED PLASTICS FABRICATORS ASSOCIATION
LIMITED".
2. The Registered Office of the Association will be situate in England.
3. The Objects for which the Association is established are:-
 - (a) To promote, extend and encourage the specification and use of
Decorative Laminated Plastics and components and assemblies
made therefrom, by Architects, Builders and others.
 - (b) To establish and maintain a high standard of quality of those
products and to promote the demand for such quality.
 - (c) To devise and issue from time to time "Quality Specifications".
 - (d) To promote the adoption of such Specifications by nominating
bodies.
 - (e) To promote the adoption of such Specifications by Manufacturers
and Fabricators of Decorative Laminated Products.
 - (f) To give consideration to the terms and conditions of contracts
having particular reference to the correct specification and use
of Decorative Laminated Plastics and components and assem-
blies made therefrom, and of warranties as to their correct
use to be given by Members.
 - (g) To encourage the settlement of disputes by arbitration, and to
nominate arbitrators and umpires on such terms and in such
cases as may seem expedient.

*The name of the Company was changed from Laminated Plastics
Fabricators Association Limited by Special Resolution passed 9th
November 1978.

Memorandum of Association

THE COMPANIES ACTS, 1948 to 1976
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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cases as may seem expedient.

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Fabricators Association Limited by Special Resolution passed 9th
November 1978.

- (h) To arrange publicity, exhibitions and demonstrations and in other similar ways which may seem desirable or necessary, to promote the proper application of fabricated products which incorporate Laminated Plastics.
- (i) To consult with other trade organisations, associations and representative bodies and to represent the members on any questions of policy which may affect them in any way.
- (j) To amalgamate or affiliate with, or become absorbed in, any other Association whose objects are, or include, objects similar to those of this Association, or any of them.
- (k) To place before Government Departments and officials the views of members of the Association upon matters affecting the industry.
- (l) To supervise and finance research undertaken in the interests of members.
- (m) To arrange regular meetings of members of the Association, in order to facilitate the implementation of the Objects of the Association.
- (n) To assist co-operation and the exchange of knowledge between those engaged or interested in the application of laminated products.
- (o) To procure and arrange for the delivery of lectures and the holding of discussions and study groups and to print, publish and circulate such papers, periodicals, bulletins, pamphlets, books, and other publications as are conducive to any of the foregoing objects.
- (p) To watch the course of Parliamentary and local Legislation and take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Association may have interests, and to carry on any negotiations or operations for the purpose of directly or

indirectly carrying out the objects of the Association or effecting any modifications in the constitution of the Association and to oppose any such steps taken by any other person or organisation which may be considered likely directly or indirectly to prejudice the interests of the Association.

(q) And in furtherance of the foregoing objects, to do any of the following things:-

- (1) To provide, equip and maintain premises, assembly rooms and other accommodation as may seem expedient.
- (2) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any activity or proposed activity of the Association, and to improve, develop and turn to account and deal with the same in such manner as may be thought expedient.
- (3) To borrow and raise money by way of donations annual subscriptions or otherwise and to secure or discharge any debt or obligation of or binding on the Association in such manner as may be thought fit and in particular by mortgages and charges upon all or any of the property and assets of the Association, or by the creation and issue on such terms as may be thought expedient of debentures or other obligations of any description.
- (4) To lend money to and guarantee the performance of the obligations of any such person or body of persons as aforesaid in any case in which such loan or guarantee will further the objects of the Association.
- (5) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the property, assets, rights and effects of the Association, or any part thereof, for such consideration as may be thought fit.

- (6) To assist or promote any charity or charitable object which furthers the objects of the Association.
- (7) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (8) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (r) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales Secretary of State for Education and Science the Association shall not sell, mortgage, charge

or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof, shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor to prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council of Management or other Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or other governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises

demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or other Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of members is limited. ✓
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds (£5).
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
G. A. BAYMAN Company Director	Channel Plastics (Fabrication) Ltd. Brislington, Bristol.
C. V. CREFFIELD Director	C. V. Creffield & Co. Ltd. Horton Bridge Road, West Drayton.
ERNEST A. DAVIS Technical Adviser	Formica Ltd. 84-86 Regent Street, London, W1.
A. J. FOSTER Director	W. H. Foster & Sons Ltd. Blackheath, Birmingham.
LESLIE A. JACKMAN Director	Jackman Displays Ltd. 96 The Promenade, Cheltenham.
JOHN P. LAW Director	The Bushboard Co. Ltd. Princes Way, Team Valley, Gateshead.
A. W. SHERWOOD Group Sales Manager	Bakerlite Limited. 12-18 Grosvenor Gardens, London, SW1.

Dated the 11th day of July 1966.

Witness to the above Signatures -

GLADYS F. SHEMAILT, Secretary.
Flat C, 72 Church Road,
Richmond on Thames.

Articles of Association

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

OF

BRITISH LAMINATED PLASTICS FABRICATORS
ASSOCIATION LIMITED.

(As amended by Special Resolution passed 19th October 1972).

INTERPRETATION.

1. In these articles:-

"the Act" means the Companies Act, 1948.

"the seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

OBJECTS.

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

3. For the purpose of Registration the number of members of the Association shall not exceed 100 but the Council may from time to time register an increased number.
4. Such persons Companies or firms as shall be admitted to membership in accordance with these Articles and the byelaws for the time being in force and none other, shall be members of the Association, and shall be entered in the Register of Members accordingly.
5. Members shall be admitted upon such terms and conditions as the Council may from time to time determine.

Articles 6 to 8.

6. Until otherwise determined by the Council the following are eligible for membership of the Association.
 - a. The subscribers to the Memorandum of Association.
 - b. The signatories of the original Rules and Regulations dated 7th July 1960 of the Laminated Plastics Fabricators Association, and present members of such Association, who are prepared to undertake to abide by the provisions of the Memorandum and Articles of Association.
 - c. Fabricators of Decorative Laminates.
 - d. Suppliers to the Decorative Laminate Fabricating Industry.
 - e. g. Manufacturers of Decorative Laminates
 - Distributors of Decorative Laminates
 - Manufacturers of speciality equipment
 - Suppliers of speciality equipment
 - Manufacturers of ancillary materials and accessories (e.g. adhesives, core materials, hardware etc).
 - Suppliers of ancillary materials and accessories (e.g. adhesives, core materials, hardware etc).
 - e. Honorary Members as hereinafter defined.
7. Application for Membership shall be submitted to the Council through the Secretary of the Association on the Association's Membership Application Form for the time being in force and shall be supported by two members of the Association. If elected to Membership by the Council the applicant shall pay the appropriate membership entrance fee (if any) together with the first year's Annual Subscription (in such form as the Council may require) and on giving an undertaking to observe the Memorandum and Articles of Association and the Byelaws and Rules and Regulations for the time being in force shall become a member of the Association.
8. On becoming a Member, a firm, company or corporate body shall nominate an individual, being a director, partner or senior official

to represent him or it at meetings of the Association, its Council and Committees and to be eligible on the member's behalf to serve on the Council, on Committees and to vote on his or its behalf. A member may also nominate additional individuals to act in case of necessity but only one of such nominees may vote on any motion.

9. Every member shall be bound to the best of his ability to further the objects and interests of the Association and shall observe the provisions of the Memorandum and Articles of Association and of all the Byelaws, Rules and Regulations of the Association for the time being in force. A member shall be bound to make good to the Association any loss or damage which the Association shall sustain through any wilful act or default on his part or through any misrepresentations on his part.
10. Every member shall from time to time notify to the Honorary General Secretary an address to be registered as his place of address. Any member failing to comply with this regulation shall not be entitled to receive notice of any meeting or proceeding of the Association and no meeting or proceeding shall be invalidated by reason of his not having received such notice as aforesaid.
11. Honorary members shall be elected by the Association at the Annual General Meeting for one year and such members are eligible for re-election annually. Names of candidates for Honorary Membership must be submitted to the Secretary for presentation to the Council at least three months prior to the General Meeting and the proposal to elect must appear on the Agenda of the Annual General Meeting. Honorary Membership shall confer the privileges and be subject to the limitations stipulated by the Council from time to time, but the Association may from time to time vary these conditions in General Meeting.

SUBSCRIPTION.

12. Every member shall pay to the Association such entrance fee (if any) and annual subscription as the Association may from time to time determine. Every determination of the Council under this or the

next following Article as to the amount of the entrance fee or annual subscription shall be submitted for approval to the next following General Meeting of the Association and effect shall be given to any variation thereof resolved on by such meeting; nevertheless pending submission as aforesaid the determination of the Council shall be treated as of full force and effect. Honorary Members shall not be required to pay any entrance fee or annual subscription.

13. The annual subscription shall be payable in advance in every year or on being accepted to membership for the unexpired part of the current financial year of the Association.

CESSATION OF MEMBERSHIP.

14. Any member may withdraw from the Association upon giving notice in writing to the Secretary three calendar months or more before the end of the term covered by his annual subscription of his intention so to do; and on the expiration of such notice he shall cease to be a member.
15. Any member who shall become bankrupt or insolvent or being a company shall go into liquidation (other than for the purpose of reconstruction) or execute an assignment of his or its property for the benefit of creditors, or avail himself or itself of any bankruptcy or insolvency act for the time being in force shall forthwith cease to be a member of the Association.
16. The Council shall have power by resolution duly passed to determine the membership of any whose subscription shall be in arrears for six months after same shall have become due. Any arrears of subscription shall remain a debt due to, and recoverable by, the Association. The Council shall have the power to reinstate a member whose membership has been determined in accordance with this Article, on such terms and conditions as it may think fit.
17. The Council shall have the power, by resolution passed by a three-fourths majority of those present and voting at a specially convened

meeting, to censure or expel any member for failure to comply with the Articles of Association or the Byelaws Rules and Regulations or decisions of the Association or the Council, or for any act which the Council may consider to be detrimental to the interests of the industry, but this power shall not be exercised until after the member has been informed of the nature of the complaint against him and been given full opportunity of attending the said meeting and hearing the nature of any evidence against him and of giving any explanation or denial he may desire.

CHAIRMAN OF THE ASSOCIATION.

18. The Chairman or in his absence the Vice-Chairman shall take the Chair at all Meetings of the Members and of the Council.
19. The Chairman may be a Member of the Association or a nominee of a member of the Association or an independent person (not being a member or an employee of a member), and shall be elected annually by the members of the Association.
20. He shall hold office for twelve months effective from the day following the Annual General Meeting at which he is elected.
21. He shall be eligible for re-election for a second and a third consecutive year but not thereafter until at least one year has elapsed.
22. A Chairman, not being eligible for re-election, is eligible to become an ex-officio member of the Council for the year after he vacates office.
23. If from any cause the Chairmanship becomes vacant such vacancy shall be filled by the Vice-Chairman who shall hold office until the following Annual General Meeting.

THE COUNCIL.

24. The management and control of the affairs of the Association shall be vested in a Council which shall consist of not less than 50% proportional representation of Fabricator Members.

25. The Council shall until otherwise resolved in General Meeting consist of:-
- (a) The Chairman for the time being of the Association.
 - (b) The Vice-Chairman.
 - (c) Four elected Members of the Council.
 - (d) Members who shall be co-opted by the Council.
 - (e) The Honorary Secretary.
 - (f) The Honorary Treasurer.
 - (g) Ex-officio members.
26. The Association in General Meeting may from time to time increase or reduce the number of members of the Council.
27. The ex-officio members of the Council shall unless otherwise determined in General Meeting be the Immediate Past Chairman of Council and such other persons as shall from time to time be determined by the Council.
28. The Association in General Meeting may by an Extraordinary Resolution remove any ordinary member of Council before the expiration of his term of office, and may by the same or by an ordinary Resolution appoint another qualified person in his stead.

POWERS OF THE COUNCIL.

29. The Council may, in addition to the powers and authorities expressly conferred upon it by the Articles exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the Memorandum or by these Articles or by statute directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to any regulations made from time to time by the Association in General Meeting, provided that no such regulations shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.

30. Subject to the restrictions but otherwise without prejudice to the general powers conferred by Article 29 and so as not to restrict or limit those powers in any way, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:

- (a) To purchase or otherwise acquire for the Association any properties, rights or privileges which the Association is authorised to acquire at or for such price or consideration and generally on such terms and conditions as it may think fit.
- (b) To appoint, and at its discretion remove dismiss or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit and to define their duties and powers and to fix their salaries or emoluments and to require security in such instances and to such amount as it may think fit.
- (c) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- (d) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (e) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (f) To determine who shall be entitled to sign on the Association's behalf receipts, releases, contracts and other documents.

- (g) To determine in what manner the surplus income of the Association shall be applied.
- (h) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Council may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Association.
- (i) To make and impose, vary and repeal Byelaws, Rules and Regulations for the administration and government of the Association and for carrying its objects into effect provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents, and in particular shall not amount to such an alteration of or addition to these Articles as could only legally be made in General Meeting.
- (j) To pay all expenses incurred in carrying out the objects of the Association, including the preparation and sending out of forms of proxy, the cost of stamping same, and the posting thereof to and from members.
- (k) To deal with any case of emergency that may arise and which is not provided for by these presents or the then existing Byelaws, Rules and Regulations of the Association.
- (l) To elect or expel members of the Association.
- (m) To co-opt to the Council subscribing members of the Association not exceeding five in number, unless otherwise authorised in General Meeting.
- (n) To establish and from time to time vary the groups, classes or sections in which members shall be placed and to define or vary the qualifications for membership of each group, class or section.

PROCEEDINGS OF THE COUNCIL.

31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit, and may determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the Council shall form a quorum. The Honorary Secretary shall upon the request of the Chairman or any three members of Council convene a meeting of the Council. A member of the Council who is and whilst out of the United Kingdom shall not be entitled to notice of any such meeting.
32. The Chairman or in his absence the Vice-Chairman shall take the Chair at all meetings of the Council.
33. The Chairman and Vice-Chairman of the Council shall be members of all Committees and Sub-Committees.
34. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which, by or under the regulations of the Association for the time being, are vested in or exercisable by the Council or the Executive Committee respectively.
35. The Council may delegate any of their powers to any Committees or Sub-Committees consisting of such members of their body or of the Association as they shall think fit. Any Committee or Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed upon it by the Council.
36. The meetings and proceedings of any Committee or Sub-Committee (consisting of three or more members) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding clause.

37. All acts done at any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member of the Council or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a member of the Council.
38. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst the members of the Council.
39. All members of the Council or any Committee or Sub-Committee shall have one vote.
40. Questions arising at any meeting of the Council or any Committee or Sub-Committee shall be decided by a majority of votes and in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
41. A resolution in writing signed by all the members of the Council, or any Committee or Sub-Committee, shall be as valid and effectual as if it had been passed at a meeting of the Council, Committee or Sub-Committee duly called and constituted.
42. All the Members and Officers of the Council and of all Committees and Sub-Committees shall hold office for twelve months, or until the next Annual General Meeting, effective from the day after the Annual General Meeting at which they are elected or if elected during the year shall hold office until the next Annual General Meeting and shall be eligible for re-election, as provided herein.
43. A member of Council may send in his resignation in writing to the Council, and on its acceptance by the Council, but not till then, he shall cease to be a member of Council.
44. The Council shall have the power to fill any casual vacancy which may arise amongst its officers or members and persons appointed

to fill such casual vacancies shall hold office until the Annual General Meeting following their election.

45. The Council each year shall nominate an individual for election as Chairman.
46. The Council each year shall nominate an individual for election as Vice-Chairman.
47. The Council each year shall nominate an individual for election as Honorary Treasurer.
48. The Council each year shall nominate an individual for election as Honorary Secretary.

DISQUALIFICATION OF COUNCIL MEMBERS.

49. The office of a Member of the Council and of any Committee and Sub-Committee shall ipso facto be vacated if such Member
 - (a) Shall be absent from three consecutive meetings of the Council, Committee or Sub-Committee without giving due notice to the Honorary Secretary or Chairman, or
 - (b) Without the consent of the Association in General Meeting shall hold any office or place of profit under the Association, or
 - (c) Becomes bankrupt or makes any arrangement or compositions with his creditors generally, or
 - (d) Becomes prohibited from being a Director of a Company or the Association by reason of any Order made under Section 188 of the Act, or
 - (e) He or his firm or company cease to be a member of the Association or he ceases to be nominated representative of such firm or company.
 - (f) Becomes of unsound mind, or

- (g) Is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 199 of the Act.

A member of the Council or any Committee or Sub-Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

GENERAL MEETINGS.

50. The Association shall in each year hold a General Meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
51. All General Meetings other than annual general meetings shall be called Extraordinary General Meetings.
52. The Council may, whenever it thinks fit, and shall upon the requisition of members representing not less than one-fifth of the total voting rights of all the members having at the said date the right to vote at General Meetings, forthwith proceed to convene an Extraordinary Meeting of the Association and in the case of such requisition the following provisions shall have effect:
- (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form, each signed by one or more requisitionists.
 - (b) If the Council does not proceed to cause a meeting to be called within 28 days and held within three calendar months

from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of the deposit.

- (c) Any meeting convened under this Article by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by the Council.

NOTICE OF GENERAL MEETINGS.

53. Not less than twenty-one days' notice to the members, exclusive of the day on which the notice is served or deemed to be served, and of the day for which notice is given, specifying the place, day and hour of meeting, and in the case of special business the general nature of such business, shall be given of every Annual General Meeting and Extraordinary Meeting, and the notice sent by post or otherwise served as hereinafter provided. Subject to such shorter notice as agreed by all the members a meeting may be convened and held in such manner as the members may think fit.
54. The ordinary business of the Annual General Meeting in each year shall be to receive and consider the Accounts, Balance Sheet and Reports of the Council and the Auditors, to receive the report of the scrutineers on the election of officers and members of Council, and to transact any other business which ought to be transacted at an Annual General Meeting and any business which is brought under consideration by any report of the Council issued with the notice convening such meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.
55. Any member wishing to bring before an Annual General Meeting any motion not relating to ordinary business shall give notice thereof to the Secretary not less than thirty days before the date at which such meeting shall be held, and no such motion shall come before the meeting unless notice thereof has been given.

PROCEEDINGS AT GENERAL MEETINGS.

56. The quorum of a General Meeting of the Association shall be one-third members present in person and entitled to vote, or 20 whichever is the lesser, and no business shall be transacted at any General Meeting unless the quorum requisite be present, save and except as provided by Article 60 hereof.
57. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Association.
58. If there be no such Chairman, or if at any General Meeting he be not present within 15 minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman of the meeting, the members of the Council present, or in their absence, or if all such members present decline to act, then the members present shall choose some one of their number to be Chairman.
59. The Chairman of a General Meeting may with the consent of the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, and no notice of such adjourned meeting shall be necessary.
60. If within 30 minutes from the time appointed for a General Meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. No notice of such adjournment shall be necessary, and at such adjourned meeting the members present entitled to vote, whatever may be their number, shall have power to decide all matters which could properly have been disposed of by a quorum at the original meeting.
61. Except where otherwise provided, or unless a poll be demanded, every question to be decided by any General Meeting, shall be decided by show of hands. In any case of equality of votes the Chairman of the meeting shall have a second or casting vote.

62. At any General Meeting, unless a poll be demanded as provided in Article 63, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Books of the Association shall be conclusive evidence of the fact without further proof.
63. A poll may be demanded by five or more members present and qualified to vote, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and it shall be taken in such manner, at such place and immediately or at such time within seven days of the meeting, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the General Meeting at which the poll was directed.
64. The demand of 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. No poll shall be demanded on the election of a Chairman or on any question of adjournment.

VOTING POWERS AT GENERAL MEETINGS.

65. At a General Meeting of the Association every Member shall have one vote.
66. Votes on a poll may be given either personally or by proxy and the provisions of Articles 24, 25, 26, 27, 28 & 29 of Table C of the Act shall be deemed to be incorporated herein.

NOMINATIONS OF OFFICIALS.

67. Not less than five weeks prior to the date of the Annual General Meeting each year, the Council shall issue to every member of the Association entitled to vote, a list of duly qualified persons whom they nominate for the offices of Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary.

There shall be printed on the statement, a summary of the regulations relating to the election of Officers and Ordinary Members of Council, and a date (which shall not be less than 20 days prior to the Annual-General Meeting) on or before which, nominations by members must be received at the registered office of the Association.

68. Three or more members who are entitled to vote may nominate any other duly qualified person for election as Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary or Ordinary Member of Council, by delivering such nomination in writing to the registered office of The Association together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same appointment.

If the nominations of individuals as Ordinary Members of Council received by the date stipulated in Article 67 are insufficient to fill the vacancies, the Council may nominate individuals who qualify and who have indicated they are willing to serve.

69. Should the number of nominations exceed the number of vacancies for any appointment on the Council a ballot shall be taken, and not less than 14 days prior to the Annual General Meeting a voting list shall be prepared and issued to every member entitled to vote.

The list shall give instructions as to its use and shall contain the names of all persons duly nominated to fill the vacancies referred to above. Provided that if the candidates nominated for any class of vacancy are not more in number than the vacancies of that class, the person so nominated shall be deemed to be duly elected and there shall be no ballot with respect to that class of vacancy.

70. The member voting shall not sign the list but shall signify upon it in the manner stated in the directions the candidate or candidates for whom he desires to vote, and shall then fold and enclose it in a sealed envelope bearing his signature on the outside. The voting

paper must be delivered at the registered office of the Association not less than four clear days prior to the date of the Annual General Meeting.

71. Each member entitled to vote shall be entitled to one vote in respect of each vacancy on the Council, but shall not give more than one vote to any one candidate. Honorary Members shall not be entitled to vote.
72. The envelopes containing the voting lists shall be opened and the votes counted in the presence of two scrutineers (not being members of Council or candidates for election as members of Council) appointed by the Chairman, and the scrutineers shall report the result to the Chairman of the Annual General Meeting or of any adjournment thereof.
73. The candidates who receive the most votes shall thereupon be declared by the Chairman of the meeting to be duly elected members of the Council for the ensuing year, but in any case of equality of votes the Chairman shall give a casting vote.

SEAL.

74. The Council shall provide a common seal for the purpose of the Association and shall affix the seal of the Association to all deeds and documents requiring same and shall provide a register in which record is made of all documents to which the seal is affixed.
75. The Council shall provide for the safe custody of the seal and the seal shall only be used by the authority of the Council or a duly authorised Committee thereof previously given, and in the presence of one member of the Council who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Honorary Secretary or by a second Council Member or some other person appointed by the Council.

MINUTES.

76. The Council shall cause minutes to be duly entered in books provided for the purpose:

- (a) Of all appointments of officers.
- (b) Of the names of the members present at each meeting of the Association and of the Council, the Committees and Sub-Committees.
- (c) Of all orders made by the Council, Committees and Sub-Committees.
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Council, Committees and Sub-Committees.

And any such minutes of any meeting of the Council, of the Committees, Sub-Committees, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such Minutes.

FINANCE AND ACCOUNTS.

- 77. The Council shall cause proper books of account to be kept in accordance with section 147 of the Act or any amendment thereof of moneys received and expended by the Association and the matters in respect of which such receipt and expenditure take place, of all sales and purchases of goods by the Association and of the assets, credits and liabilities of the Association. The books of account shall be kept at the Registered Offices or, subject to Section 147 (3) of the Act, at such other place or places as the Council think fit.
- 78. The Council shall reserve and set apart out of the moneys of the Association such sums as in their judgment are necessary or expedient to be at the discretion of the Council applied and provided against losses on leasehold and other property subject to depreciation, or to meet claims on or liabilities of the Association, or to be used as a sinking fund to pay off debentures or other liabilities of the Association or any other purpose of the Association.

79. All moneys of the Association not immediately applicable for any payment to be made by the Association may, subject to the provisions of the Memorandum of Association, be invested by the Council in such trustee securities or other investments as the Council may from time to time think proper, or deposited with the Association's bankers.
80. The books of account shall always be open to inspection by the members of the Council and shall also at all reasonable times during business hours be open to inspection by other members of the Association, subject only to such reasonable restrictions as to the manner of inspecting the same as may be from time to time imposed by the Council.
81. At the Annual General Meeting in each year the Council shall lay before the Association a statement of account showing the receipts and expenditure of the Association made up from the time of the last preceding account to a date not more than six months before the meeting; together with a balance sheet made up as at the same date. The balance sheet shall be accompanied by reports of the Council and of the Auditors, and shall be signed by at least two members of the Council and countersigned by the Honorary Secretary, and a copy thereof and of the reports, shall be sent to every member of the Association entitled to receive notice of General Meetings not less than twenty-one clear days previously to the date of the Meeting.

AUDIT.

82. Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts and balance sheet certified by one or more Auditor or Auditors, who shall also make a report thereon to be laid and read before the Association at the Annual General Meeting.
83. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

84. No member of the Council or other officer shall be eligible as Auditor.
85. The Auditor or Auditors shall have free access at all times to the books, accounts and vouchers of the Association and shall be entitled to require all such information and explanation as may be necessary for the performance of his or their duties, and shall be supplied with copies of the accounts and balance sheets intended to be laid before the Association in General Meeting twenty-one days at least before the date of the Meeting.

NOTICE TO MEMBERS.

86. A notice may be served by the Association upon any member either personally or by post to such member at his registered place of address. Any notice required to be given by advertisement shall be advertised once in any newspaper or journal circulating amongst Plastics and allied trades.
87. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
88. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Association.
No other person shall be entitled to receive notices of general meetings.

89. The accidental omission to give any notice to, or the non-receipt of any such notice by any members shall not invalidate the proceedings of or any Resolution passed at any meeting.

INDEMNITY.

90. Every member of the Council, Committee, Sub-Committee and any officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses, including travelling expenses, which any such member, officer or servant may incur or become liable to by any contract properly and reasonably entered into or act or deed properly and reasonably done by him as such member, officer, or servant, or in any way in the discharge of his duties; but this provision shall have effect subject to Section 205 of the Act.

91. No member of the Council, Committee, Sub-Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for joining in any receipt or other act of conformity, or for any loss of expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by the order of the Council for or on behalf of the Association or of the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight,

omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty; but this provision shall have effect subject to Section 205 of the Act.

Names, Addresses and Descriptions of Subscribers

G. A. BAYMAN
Company Director

Channel Plastics (Fabrication) Ltd.
Brislington, Bristol.

C. V. CREFFIELD
Director

C. V. Creffield & Co. Ltd.
Horton Bridge Road, West Drayton.

ERNEST A. DAVIS
Technical Adviser

Formica Ltd.
84-86 Regent Street, London, W1.

A. J. FOSTER
Director.

W. H. Foster & Sons Ltd.
Blackheath, Birmingham.

LESLIE A. JACKMAN
Director

Jackman Displays Ltd.
96 The Promenade, Cheltenham.

JOHN P. LAW
Director

The Bushboard Co. Ltd.
Princes Way, Team Valley, Gateshead.

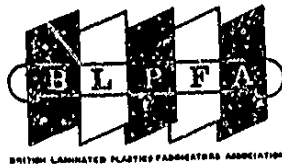
A. W. SHERWOOD
Group Sales Manager

Bakerlite Limited.
12-18 Grosvenor Gardens,
London, SW1.

Dated the 11th day of July 1966

Witness to the above Signatures -

GLADYS F. SHEMILT, Secretary.
Flat C, 72 Church Road,
Richmond on Thames.



883837

BRITISH LAMINATED PLASTICS FABRICATORS ASSOCIATION
A Company Limited by Guarantee

Registered Office
c/o British Plastics Federation
5 Belgrave Square
London SW1 8PH
Main switchboard :— 01-235 9483
Information Bureau :— 01-235 9896

Reply to :

51

Resolution adopted by the Annual General Meeting of the
British Laminated Plastics Fabricators Association on
November 27th, 1980

It was proposed by Mr W Raine and recorded by Mr J Smith that Clause 6 of the Memorandum of the Association be amended so that for the words 'five pounds' should be substituted the words 'the current annual subscription'. The resolution was approved.

C R Jennings
Company Secretary, authorised to sign under the
seal of the Association.



Registered No. 883837

Affiliated to :-
THE BRITISH PLASTICS FEDERATION



No. of Company 883837 | 52.
The Companies Acts 1948 to 1980
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

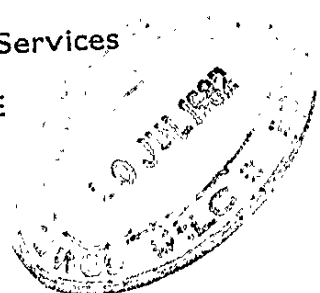
Memorandum and Articles of Association of

BRITISH LAMINATED PLASTICS FABRICATORS
ASSOCIATION LIMITED

(Incorporated the 20th day of July 1966)

THIS DOCUMENT IS FILED PURSUANT
TO SECTION 9 OF THE EUROPEAN
COMMUNITIES ACT 1972.

Hart & Co. Limited
Company Formation and Information Services
Printers and Publishers
47, Brunswick Place, London N1 6EE
Telephone 01-250-1841 Telex 24653



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

BRITISH LAMINATED PLASTICS FABRICATORS ASSOCIATION
LIMITED

(As altered by Special Resolution passed on the 27th day of
November 1980)

1. *The name of the Company (hereinafter called the "Association")
is "BRITISH LAMINATED PLASTICS FABRICATORS ASSOCIATION
LIMITED".

2. The registered office of the Association will be situate in
England.

3. The objects for which the Association is established are:-

(a) To promote, extend and encourage the specification and
use of Decorative Laminated Plastics and components and assemblies
made therefrom, by Architects, Builders and others.

(b) To establish and maintain a high standard of quality of
those products and to promote the demand for such quality.

(c) To devise and issue from time to time "Quality
Specifications".

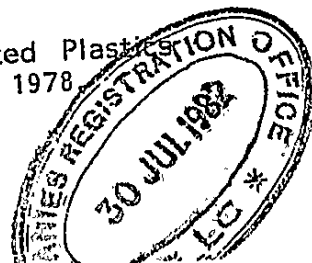
(d) To promote the adoption of such Specifications by
nominating bodies.

(e) To promote the adoption of such Specifications by
Manufacturers and Fabricators of Decorative Laminated Products.

(f) To give consideration to the terms and conditions of
contracts having particular reference to the correct specification
and use of Decorative Laminated Plastics and components and
assemblies made therefrom, and of warranties as to their correct
use to be given by Members.

(g) To encourage the settlement of disputes by arbitration,
and to nominate arbitrators and umpires on such terms and in such
cases as may seem expedient.

*The name of the Company was changed from "Laminated Plastics
Fabricators Association Limited" on 28th day of December 1978.



(h) To arrange publicity, exhibitions and demonstrations and in other similar ways which may seem desirable or necessary, to promote the proper application of fabricated products which incorporate Laminated Plastics.

(i) To consult with other trade organisations, associations and representative bodies and to represent the members on any questions of policy which may affect them in any way.

(j) To amalgamate or affiliate with, or become absorbed in, any other Association whose objects are, or include, objects similar to those of this Association, or any of them.

(k) To place before Government Departments and officials the views of members of the Association upon matters affecting the industry.

(l) To supervise and finance research undertaken in the interests of members.

(m) To arrange regular meetings of members of the Association, in order to facilitate the implementation of the Objects of the Association.

(n) To assist co-operation and the exchange of knowledge between those engaged or interested in the application of laminated products.

(o) To procure and arrange for the delivery of lectures and the holding of discussions and study groups and to print, publish and circulate such papers, periodicals, bulletins, pamphlets, books, and other publications as are conducive to any of the foregoing objects.

(p) To watch the course of Parliamentary and local Legislation and take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Association may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Association or effecting any modifications in the constitution of the Association and to oppose any such steps taken by any other person or organisation which may be considered likely directly or indirectly to prejudice the interests of the Association.

(q) And in furtherance of the foregoing objects, to do any of the following things:-

(1) To provide, equip and maintain premises, assembly rooms and other accommodation as may seem expedient.

(2) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any activity of the Association, and to improve, develop and turn to account and deal with the same in such manner as may be thought expedient.

(3) To borrow and raise money by way of donations annual subscriptions or otherwise and to secure or discharge any

debt or obligation of or binding on the Association in such manner as may be thought fit and in particular by mortgages and charges upon all or any of the property and assets of the Association, or by the creation and issue on such terms as may be thought expedient of debentures or other obligations of any description.

(4) To lend money to and guarantee the performance of the obligations of any such person or body of persons as aforesaid in any case in which such loan or guarantee will further the objects of the Association.

(5) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the property, assets, rights and effects of the Association, or any part thereof, for such consideration as may be thought fit.

(6) To assist or promote any charity or charitable object which furthers the objects of the Association.

(7) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

(8) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(r) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if any object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales Secretary of State for Education and Science the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects

and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof, shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor to prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council of Management or other Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or other governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or other Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the Current Annual Subscription.

7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the

Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

BRITISH LAMINATED PLASTICS FABRICATORS ASSOCIATION
LIMITED

INTERPRETATION

1. In these articles:-

"The Act" means the Companies Act, 1948.

"The seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the secretary of the Company.

"The United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

2. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purpose of Registration the number of members of the Association shall not exceed 100 but the Council may from time to time register an increased number.

4. Such persons companies or firms as shall be admitted to membership in accordance with these Articles and the byelaws for the time being in force and none other, shall be members of the Association, and shall be entered in the Register of Members accordingly.

5. Members shall be admitted upon such terms and conditions as the Council may from time to time determine.

6. Until otherwise determined by the Council the following are eligible for membership of the Association.

(a) The subscribers to the Memorandum of Association.

(b) The signatories of the original Rules and Regulations dated 7th July 1960 of the Laminated Plastics Fabricators Association, and present members of such Association, who are prepared to undertake to abide by the provisions of the Memorandum and Articles of Association.

(c) Fabricators of Decorative Laminates.

(d) Suppliers to the Decorative Laminate Fabricating Industry.

e.g. Manufacturers of Decorative Laminates
Distributors of Decorative Laminates
Manufacturers of speciality equipment
Suppliers of speciality equipment
Manufacturers of ancillary materials and accessories (e.g. adhesives, core materials, hardware etc)
Suppliers of ancillary materials and accessories (e.g. adhesives, core materials, hardware etc).

(e) Honorary Members as hereinafter defined.

7. Application for Membership shall be submitted to the Council through the Secretary of the Association on the Association's Membership Application Form for the time being in force and shall be supported by two members of the Association. If elected to Membership by the Council the applicant shall pay the appropriate membership entrance fee (if any) together with the first year's Annual Subscription (in such form as the Council may require) and on giving an undertaking to observe the Memorandum and Articles of Association and the Byelaws and Rules and Regulations for the time being in force shall become a Member of the Association.

8. On becoming a Member, a firm, company or corporate body shall nominate an individual, being a director, partner or senior official to represent him or it at meetings of the Association, its Council and Committees and to be eligible on the Member's behalf to serve on the Council, on Committees and to vote on his or its behalf. A Member may also nominate additional individuals to act in case of necessity but only one of such nominees may vote on any motion.

9. Every Member shall be bound to the best of his ability to further the objects and interests of the Association and shall observe the provisions of the Memorandum and Articles of Association and of all the Byelaws, Rules and Regulations of the Association for the time being in force. A Member shall be bound to make good to the Association any loss or damage which the Association shall sustain through any wilful act or default on his part or through any misrepresentations on his part.

10. Every Member shall from time to time notify to the Honorary General Secretary an address to be registered as his place of address. Any Member failing to comply with this regulation shall not be entitled to receive notice of any meeting or proceeding of the Association and no meeting or proceeding shall be invalidated by reason of his not having received such notice as aforesaid.

11. Honorary Members shall be elected by the Association at the Annual General Meeting for one year and such Members are eligible for re-election annually. Names of candidates for Honorary Membership must be submitted to the Secretary for presentation to the Council at least three months prior to the General Meeting and the proposal to elect must appear on the Agenda of the Annual General Meeting. Honorary Membership shall confer the privileges and be subject to the limitations stipulated by the Council from time to time, but the Association may from time to time vary these conditions in General Meeting.

SUBSCRIPTION

12. Every Member shall pay to the Association such entrance fee (if any) and annual subscription as the Association may from time to time determine. Every determination of the Council under this or the next following Article as to the amount of the entrance fee or annual subscription shall be submitted for approval to the next following General Meeting of the Association and effect shall be given to any variation thereof resolved on by such meeting; nevertheless pending submission as aforesaid the determination of the Council shall be treated of a full force and effect. Honorary Members shall not be required to pay any entrance fee or annual subscription.

13. The annual subscription shall be payable in advance in every year or on being accepted to membership for the unexpired part of the current financial year of the Association.

CESSATION OF MEMBERSHIP

14. Any Member may withdraw from the Association upon giving notice in writing to the Secretary three calendar months or more before the end of the term covered by his annual subscription of his intention so to do; and on the expiration of such notice he shall cease to be a Member.

15. Any Member who shall become bankrupt or insolvent or being a company shall go into liquidation (other than for the purpose of reconstruction) or execute an assignment of his or its property for the benefit of creditors, or avail himself or itself of any bankruptcy or insolvency act for the time being in force shall forthwith cease to be a member of the Association.

16. The Council shall have power by resolution duly passed to determine the membership of any whose subscription shall be in arrears for six months after same shall have become due. Any arrears of subscription shall remain a debt due to, and recoverable by, the Association. The Council shall have the power to reinstate a Member whose membership has been determined in accordance with this Article, on such terms and conditions as it may think fit.

17. The Council shall have the power, by resolution passed by a three-fourths majority of those present and voting at a specially convened meeting, to censure or expel any Member for failure to comply with the Articles of Association or the Byelaws Rules and Regulations or decisions of the Association or the Council, or for any act which the Council may consider to be detrimental to the interests of the industry, but this power shall not be exercised

until after the Member has been informed of the nature of the complaint against him and been given full opportunity of attending the said meeting and hearing the nature of any evidence against him and of giving any explanation or denial he may desire.

CHAIRMAN OF THE ASSOCIATION

18. The Chairman or in his absence the Vice-Chairman shall take the Chair at all Meetings of the Members and of the Council.

19. The Chairman may be a Member of the Association or a nominee of a Member of the Association or an independent person (not being a Member or an employee of a Member), and shall be elected annually by the Members of the Association.

20. He shall hold office for twelve months effective from the day following the Annual General Meeting at which he is elected.

21. He shall be eligible for re-election for a second and a third consecutive year but not thereafter until at least one year has elapsed.

22. A Chairman, not being eligible for re-election, is eligible to become an ex-officio Member of the Council for the year after he vacates office.

23. If from any cause the Chairmanship becomes vacant such vacancy shall be filled by the Vice-Chairman who shall hold office until the following Annual General Meeting.

THE COUNCIL

24. The management and control of the affairs of the Association shall be vested in a Council which shall consist of not less than 50% proportional representation of Fabricator Members.

25. The Council shall until otherwise resolved in General Meeting consist of:-

- (a) The Chairman for the time being of the Association.
- (b) The Vice-Chairman.
- (c) Four elected Members of Council.
- (d) Members who shall be co-opted by the Council.
- (e) The Honorary Secretary.
- (f) The Honorary Treasurer.
- (g) Ex-officio members.

26. The Association in General Meeting may from time to time increase or reduce the number of Members of the Council.

27. The ex-officio Members of the Council shall unless otherwise determined in General Meeting be the Immediate Past Chairman of

Council and such other persons as shall from time to time be determined by the Council.

28. The Association in General Meeting may by an Extraordinary Resolution remove any ordinary Member of Council before the expiration of his term of office, and may by the same or by an ordinary Resolution appoint another qualified person in his stead.

POWERS OF THE COUNCIL

29. The Council may, in addition to the powers and authorities expressly conferred upon it by the Articles exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the Memorandum or by these Articles or by statute directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to any regulations made from time to time by the Association in General Meeting, provided that no such regulations shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.

30. Subject to the restrictions but otherwise without prejudice to the general powers conferred by Article 29 and so as not to restrict or limit those powers in any way, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers., that is to say:

(a) To purchase or otherwise acquire for the Association any properties, rights or privileges which the Association is authorised to acquire at or for such price or consideration and generally on such terms and conditions as it may think fit.

(b) To appoint, and at its discretion remove dismiss or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit and to define their duties and powers and to fix their salaries or emoluments and to require security in such instances and to such amount as it may think fit.

(c) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.

(d) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.

(e) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.

(f) To determine who shall be entitled to sign on the Association's behalf receipts, releases, contracts and other documents.

(g) To determine in what manner the surplus income of the Association shall be applied.

(h) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Council may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Association.

(i) To make and impose, vary and repeal Byelaws, Rules and Regulations for the administration and government of the Association and for carrying its objects into effect provided always that the same shall not in any way effect, vary or alter the provisions contained in these presents, and in particular shall not amount to such an alteration of or addition to these Articles as could only legally be made in General Meeting.

(j) To pay all expenses incurred in carrying out the objects of the Association, including the preparation and sending out of forms of proxy, the cost of stamping same, and the posting thereof to and from Members.

(k) To deal with any case of emergency that may arise and which is not provided for by these presents or the then existing Byelaws, Rules and Regulations of the Association.

(l) To elect or expel members of the Association.

(m) To co-opt to the Council subscribing members of the Association not exceeding five in number, unless otherwise authorised in General Meeting.

(n) To establish and from time to time vary the groups, classes or sections in which Members shall be placed and to define or vary the qualifications for membership of each group, class or section.

PROCEEDINGS OF THE COUNCIL

31. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meeting at they think fit, and may determine the quorum necessary for the transaction of business. Unless otherwise determined, five members of the Council shall form a quorum. The Honorary Secretary shall upon the request of the Chairman or any three Members of Council convene a meeting of the Council. A Member of the Council who is out of the United Kingdom shall not be entitled to notice of any such meeting.

32. The Chairman or in his absence the Vice-Chairman shall take the Chair at all meetings of the Council.

33. The Chairman and Vice-Chairman of the Council shall be members of all Committees and Sub-Committees.

34. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which, by or under the regulations of the Association for the time being, are vested in or exercisable by the Council or the Executive Committee respectively.

35. The Council may delegate any of their powers to any Committees or Sub-Committees consisting of such members of their body or of the Association as they shall think fit. Any Committee or Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed upon it by the Council.

36. The meetings and proceedings of any Committee or Sub-Committee (consisting of three or more members) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding clause.

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

38. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies amongst the Members of the Council.

39. All Members of the Council or any Committee or Sub-Committee shall have one vote.

40. Questions arising at any meeting of the Council or any Committee or Sub-Committee shall be decided by a majority of votes and in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

41. A resolution in writing signed by all the Members of the Council, or any Committee or Sub-Committee, shall be as valid and effectual as if it had been passed at a meeting of the Council, Committee or Sub-Committee duly called and constituted.

42. All the Members and Officers of the Council and of all Committees shall hold office for twelve months, or until the next Annual General Meeting, effective from the day after the Annual General Meeting at which they are elected or if elected during the year shall hold office until the next Annual General Meeting and shall be eligible for re-election, as provided herein.

43. A Member of Council may send in his resignation in writing to the Council, and on its acceptance by the Council, but not till then, he shall cease to be a Member of Council.

44. The Council shall have the power to fill any casual vacancy which may arise amongst its officers or members and persons appointed to fill such casual vacancies shall hold office until the Annual General Meeting following their election.

45. The Council each year shall nominate an individual for election as Chairman.

46. The Council each year shall nominate an individual for election as Vice-Chairman.

47. The Council each year shall nominate an individual for election as Honorary Treasurer.

48. The Council each year shall nominate an individual for election as Honorary Secretary.

DISQUALIFICATION OF COUNCIL MEMBERS

49. The office of a Member of the Council and of any Committee and Sub-Committee shall ipso facto be vacated if such Member

(a) Shall be absent from three consecutive meetings of the Council, Committee or Sub-Committee without giving due notice to the Honorary Secretary or Chairman, or

(b) Without the consent of the Association in General Meeting shall hold any office or place of profit under the Association, or

(c) Becomes bankrupt or makes any arrangement or compositions with his creditors generally, or

(d) Becomes prohibited from being a Director of a Company or the Association by reason of any Order made under Section 188 of the Act, or

(e) He or his firm or company ceases to be a Member of the Association or he ceases to be nominated representative of such firm or company, or

(f) Becomes of unsound mind, or

(g) Is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 199 of the Act.

A Member of the Council or any Committee or Sub-Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

GENERAL MEETINGS

50. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

51. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

52. The Council may, whenever it thinks fit, and shall upon the requisition of members representing not less than one-fifth of the total voting rights of all the members having at the said date the right to vote at General Meetings, forthwith proceed to convene an Extraordinary Meeting of the Association and in the case of such requisition the following provisions shall have effect:

(a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form, each signed by one or more requisitionists.

(b) If the Council does not proceed to cause a meeting to be called within 28 days and held within three calendar months from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of the deposit.

(c) Any meeting convened under this Article by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by the Council.

NOTICE OF GENERAL MEETINGS

53. Not less than twenty-one days' notice to the members, exclusive of the day on which the notice is served or deemed to be served, and of the day for which notice is given, specifying the place, day and hour of meeting, and in the case of special business the general nature of such business, shall be given of every Annual General Meeting and Extraordinary Meeting, and the notice sent by post or otherwise served as hereinafter provided. Subject to such shorter notice as agreed by all the members a meeting may be convened and held in such manner as the members may think fit.

54. The ordinary business of the Annual General Meeting in each year shall be to receive and consider the Accounts, Balance Sheet and Reports of the Council and the Auditors, to receive the report of the scrutineers on the election of officers and members of Council, and to transact any other business which ought to be transacted at an Annual General Meeting and any business which is brought under consideration by any report of the Council issued with the notice convening such meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

55. Any member wishing to bring before an Annual General Meeting any motion not relating to ordinary business shall give notice thereof to the Secretary not less than thirty days before the date at which such meeting shall be held, and no such motion shall come before the meeting unless notice thereof has been given.

PROCEEDINGS AT GENERAL MEETINGS

56. the quorum of a General Meeting of the Association shall be one-third of the members present in person and entitled to vote, or

20 whichever is the lesser, and no business shall be transacted at any General Meeting unless the quorum requisite be present, save and except as provided by Article 60 hereof.

57. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Association.

58. If there be no such Chairman, or if at any General Meeting he be not present within 15 minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman of the meeting, the members of the Council present, or in their absence, or if all such members present decline to act, then the members present shall choose someone of their number to be Chairman.

59. The Chairman of a General Meeting may with the consent of the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, and no notice of such adjourned meeting shall be necessary.

60. If within 30 minutes from the time appointed for a General Meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. No notice of such adjournment shall be necessary, and at such adjourned meeting the members present entitled to vote, whatever may be their number, shall have power to decide all matters which could properly have been disposed of by a quorum at the original meeting.

61. Except where otherwise provided, or unless a poll be demanded, every question to be decided by any General Meeting, shall be decided by show of hands. In any case of equality of votes the Chairman of the meeting shall have a second or casting vote.

62. At any General Meeting, unless a poll be demanded as provided in Article 63, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Books of the Association shall be conclusive evidence of the fact without further proof.

63. A poll may be demanded by five or more members present and qualified to vote, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and it shall be taken in such manner, at such place and immediately or at such time within seven days of the meeting, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the General Meeting at which the poll was directed.

64. The demand of 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. No poll shall be demanded on the election of a Chairman or on any question of adjournment.

VOTING POWERS AT GENERAL MEETINGS

65. At a General Meeting of the Association every Member shall have one vote.

66. Votes on a poll may be given either personally or by proxy and the provisions of Articles 24 to 29 inclusive of Table C of the Act shall be deemed to be incorporated herein.

NOMINATIONS OF OFFICIALS

67. Not less than five weeks prior to the date of Annual General Meeting each year, the Council shall issue to every member of the Association entitled to vote, a list of duly qualified persons whom they nominate for the offices of the Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary.

There shall be printed on the statement, a summary of the regulations relating to the election of Officers and Ordinary Members of Council, and a date (which shall not be less than 20 days prior to the Annual General Meeting) on or before which, nominations by members must be received at the registered office of the Association.

68. Three or more members who are entitled to vote may nominate any other duly qualified person for election as Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary or Ordinary Member of Council, by delivering such nomination in writing to the registered office of The Association together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same appointment.

If the nominations of individuals as Ordinary Members of Council received by the date stipulated in Article 67 are insufficient to fill the vacancies, the Council may nominate individuals who qualify and who have indicated they are willing to serve.

69. Should the number of nominations exceed the number of vacancies for any appointment on the Council a ballot shall be taken, and not less than 14 days prior to the Annual General Meeting a voting list shall be prepared and issued to every member entitled to vote.

The list shall give instructions as to its use and shall contain the names of all persons duly nominated to fill the vacancies referred to above. Provided that if the candidates nominated for any class of vacancy are not more in number than the vacancies of that class, the person so nominated shall be deemed to be duly elected and there shall be no ballot with respect to that class of vacancy.

70. The member voting shall not sign the list but shall signify upon it in the manner stated in the directions the candidate or candidates for whom he desires to vote, and shall then fold and enclose it in a sealed envelope bearing his signature on the outside. The voting paper must be delivered at the registered office of the Association not less than four clear days prior to the date of the Annual General Meeting.

71. Each member entitled to vote shall be entitled to one vote in respect of each vacancy on the Council, but shall not give more than one vote to any one candidate. Honorary Members shall not be entitled to vote.

72. The envelopes containing the voting lists shall be opened and the votes counted in the presence of two scrutineers (not being members of Council or candidates for election as members of Council) appointed by the Chairman, and the scrutineers shall report the result to the Chairman of the Annual General Meeting or of any adjournment thereof.

73. The candidates who receive the most votes shall thereupon be declared by the Chairman of the meeting to be duly elected members of the Council for the ensuing year, but in any case of equality of votes the Chairman shall give a casting vote.

SEAL

74. The Council shall provide a common seal for the purpose of the Association and shall affix the seal of the Association to all deeds and documents requiring same and shall provide a register in which record is made of all documents to which the seal is affixed.

75. The Council shall provide for the safe custody of the seal and the seal shall only be used by the authority of the Council or a duly authorised Committee thereof previously given, and in the presence of one member of the Council who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Honorary Secretary or by a second Council Member or some other person appointed by the Council.

MINUTES

76. The Council shall cause minutes to be duly entered in books provided for the purpose:

(a) Of all appointments of officers.

(b) Of the names of the members present at each meeting of the Association and of the Council, the Committees and Sub-Committees.

(c) Of all orders made by the Council, Committees and Sub-Committees.

(d) Of all resolutions and proceedings of General Meetings and of meetings of the Council, Committees and Sub-Committees.

And any such minutes of any meeting of the Council, of the Committees, Sub-Committees, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such Minutes.

FINANCE AND ACCOUNTS

77. The Council shall cause proper books of account to be kept in accordance with Section 147 of the Act or any amendment thereof of

moneys received and expended by the Association and the matters in respect of which such receipt and expenditure take place, of all sales and purchases of goods by the Association and of the assets, credits and liabilities of the Association. The books of account shall be kept at the Registered Offices or, subject to Section 147 (3) of the Act, at such other place or places as the Council think fit.

78. The Council shall reserve and set apart out of the moneys of the Association such sums as in their judgment are necessary or expedient to be at the discretion of the Council applied and provided against losses on leasehold and other property subject to depreciation, or to meet claims on or liabilities of the Association, or to be used as a sinking fund to pay off debentures or other liabilities of the Association or any other purpose of the Association.

79. All moneys of the Association not immediately applicable for any payment to be made by the Association may, subject to the provisions of the Memorandum of Association, be invested by the Council in such trustee securities or other investments as the Council may from time to time think proper, or deposited with the Association's bankers.

80. The books of account shall always be open to inspection by the Members of the Council and shall also at all reasonable times during business hours be open to inspection by other Members of the Association, subject only to such reasonable restrictions as to the manner of inspecting the same as may be from time to time imposed by the Council.

81. At the Annual General Meeting in each year the Council shall lay before the Association a statement of account showing the receipts and expenditure of the Association made up from the time of the last preceding account to a date not more than six months before the meeting; together with a balance sheet made up as at the same date. The balance sheet shall be accompanied by reports of the Council and of the Auditors, and shall be signed by at least two members of the Council and countersigned by the Honorary Secretary, and a copy thereof and of the reports, shall be sent to every member of the Association entitled to receive notice of General Meetings not less than twenty-one clear days previously to the date of the Meeting.

AUDIT

82. Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts and balance sheet certified by one or more Auditor or Auditors, who shall also make a report thereon to be laid and read before the Association at the Annual General Meeting.

83. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act, the Members of the Council being treated as the Directors mentioned in those sections.

84. No member of the Council or other officer shall be eligible as Auditor.

85. The Auditor or Auditors shall have free access at all times to the books, accounts and vouchers of the Association and shall be entitled to require all such information and explanation as may be necessary for the performance of his or their duties, and shall be supplied with copies of the accounts and balance sheets intended to be laid before the Association in General Meeting twenty-one days at least before the date of the Meeting.

NOTICE TO MEMBERS

86. A notice may be served by the Association upon any member either personally or by post to such member at his registered place of address. Any notice required to be given by advertisement shall be advertised once in any newspaper or journal circulating amongst Plastics and allied trades.

87. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

88. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

89. The accidental omission to give any notice to, or the non-receipt of any such notice by any members shall not invalidate the proceedings of or any Resolution passed at any meeting.

INDEMNITY

90. Every member of the Council, Committee, Sub-Committee and any officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses, including travelling expenses, which any such member, officer or servant may incur or become liable to by any contract properly and

reasonably entered into or act or deed properly and reasonably done by him as such member, officer, or servant, or in any way in the discharge of his duties; but this provision shall have effect subject to Section 205 of the Act.

91. No member of the Council, Committee, Sub-Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or officers, or for joining in any receipt or other act of conformity, or for any loss of expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by the order of the Council for or on behalf of the Association or of the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight, omission or default on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty; but this provision shall have effect subject to Section 205 of the Act.

BRITISH LAMINATED PLASTICS FABRICATORS ASSOCIATION LIMITED

COMPANY REF. NO. 883837

SPECIAL RESOLUTION 1 DECEMBER 1994

IT WAS RESOLVED THAT:


The Objects Clause within the Memorandum of Association be amended to include the sub clause:-

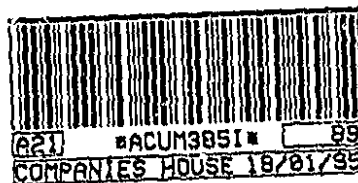
'(t) To promote, extend and encourage the specification and use of Solid Surfacing Material and components and assemblies made there from, by Architects, Builders and others.'

and to include as additional sub clauses to article 6 of Articles of Association regarding membership:-

'f. fabricators of Solid Surfacing Materials.

g. suppliers to the Solid Surfacing Materials industry.'


Paul K Matthews
DIRECTOR



A09MBLF/nk
09/01/95