

Company No: 2783340

THE WINE AND SPIRIT TRADES' BENEVOLENT SOCIETY

**SPECIAL RESOLUTION OF THE COMPANY PURSUANT TO
SECTION 283 OF COMPANIES ACT 2006**

We the undersigned, being all the members of the above company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following resolution which is proposed as a Special Resolution

SPECIAL RESOLUTION

IT IS RESOLVED as Special Resolution of the members of the Company that:-

1. the Company's existing Articles of Association shall be replaced by the Articles of Association annexed hereto in their entirety.

Signed.....

Member Name.....

Date.....

Signed.....

Member Name.....

Date.....

WEDNESDAY



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COMPANIES HOUSE

Companies Acts 1985 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NO: 2783340

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE WINE AND SPIRIT TRADES' BENEVOLENT SOCIETY

(REGISTERED CHARITY NO: 1023376)

39- 45 Bermondsey Street

London SE1 3XF

Telephone 020 7089 3888 Fax 020 7089 3889

COMPANIES ACTS 1985 – 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE WINE AND SPIRITS TRADES' BENEVOLENT SOCIETY

NAME

1. The name of the company ("the Society") is The Wine and Spirit Trades' Benevolent Society.

SITUATION

2. The registered office of the Society will be situated in England.

OBJECTS AND POWERS

3. The Society is established for the purpose of assisting members of The Wine and Spirit Trades and ancillary trades, organisations and institutions in the United Kingdom and Ireland and, at the Board of Trustees' discretion, elsewhere in the world, who are in need and in particular, and without prejudice to the generality of the foregoing, to assist such members by all or any of the following means;

- (a) by granting regular benefit payments;
- (b) by making grants or gifts or giving other assistance for the temporary relief of hardship;

And in this clause the expression "members of the Wine and Spirits Trades and ancillary trades, organisation and institutions" shall be deemed to include;

- (i) All persons gainfully employed directly or indirectly or involved in the business or trade of buying, selling, producing or distributing wines and spirits and other alcoholic beverages, or employed or involved in any trade, profession, organisation or institution ancillary to such trade or business, or providing services or facilities to such trade or business, or persons who were so employed or involved prior to their retirement, and;
- (ii) After the death of such persons their spouses and dependants.

In furtherance of such objects but not further or otherwise the Company shall have power;

- 3.1 To take over the assets and undertaking and to undertake the liabilities of the unincorporated association known as Wine & Spirit Trades' Benevolent Society upon such terms and subject to such conditions as may be agreed with the trustees of that association;

- 3.2 To co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 3.3 To accept subscriptions, donations, devises and to accept bequests of real or personal estate and maintain, alter, lease or sell any of the same for the benefit of the Society and the furtherance of its Objects;
- 3.4 To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise;
- 3.5 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 3.6 To borrow or raise money for the objects of the Society on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Society shall not undertake any permanent trading activities in raising funds for the objects of the Society;
- 3.7 To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Society;
- 3.8 To invest the money of the Society not immediately required for its objects in or on 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 provided below;
- 3.9 To make charitable donations either in cash or assets for the furtherance of the objects of the Society;
- 3.10 To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Society;
- 3.11 To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Society;
- 3.12 To insure and arrange insurance cover for, and to indemnify its officers, servants and employees and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- 3.13 Subject to the provisions of clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Society or their dependants;
- 3.14 To amalgamate or co-operate with or to acquire the assets and undertakings of and to undertake the liabilities of any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association;
- 3.15 To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
- 3.16 To do all such other lawful things as shall further the objects or any of them;
- 3.17 In case the Society shall take or hold any property which may be subject to any trusts, the Society shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- 3.18 The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 3.19 In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law

APPLICATION OF INCOME AND PROPERTY

- 4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Board

of Trustees shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing shall prevent any payment in good faith by the Society

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Society not being a member of the Board of Trustees for any services rendered to the Society;
- 4.2 of interest on money lent by any member of the Society or of its Board of Trustees at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Board of Trustees or 3% whichever is the greater;
- 4.3 of reasonable and proper rent for premises demised or let to the Society by any member of the Society or of its Board of Trustees;
- 4.4 of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member or shareholder holding not more than one-twentieth part of the capital of that company, and to any member of the Board of Trustees for out-of-pocket expenses.

LIMITED LIABILITY

- 5. The liability of the members is limited.

CONTRIBUTIONS TO ASSETS OF THE SOCIETY

- 6. Every member of the Society undertakes to contribute to the assets of the Society, 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 Society 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 one pound.

SURPLUS ASSETS

- 7. If on the winding-up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of clause 4 of this Memorandum of Association such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE WINE AND SPIRIT TRADES' BENEVOLENT SOCIETY

DEFINITIONS AND INTERPRETATION

1. In these Articles the following phrases shall have the meanings set out opposite them:
- 1.1 "The Act" The Companies Act 2006 as amended as at the date hereof;
- 1.2 "Board of Trustees" The Board of Trustees of the Society who shall be the Directors under the provisions of the Act;
- 1.3 "Donor" Any person, firm, company or other entity which has donated money, goods or services to the Society from time to time;
- 1.4 "Subscriber" Any person, firm, company or other entity who has undertaken to make a regular financial subscription to the Society;
- 1.5 "member" Any Donor or Subscriber who completes an application in such form as the Society may determine and who is a member of the Society in accordance with Article 3.
- 1.6 "The United Kingdom" Great Britain and Northern Ireland;
- 1.7 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, telex, facsimile, emails, and other modes of representing or reproducing words in a physical form;
- 1.8 Words expressed in the singular include the plural and vice versa and words expressed in one ~~gender~~ include any other ~~gender~~;
- 1.9 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 of the Act in force at the date at which these Articles became binding on the Society.

OBJECTS

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

MEMBERS

- 3.1 The members of the Society shall be such persons including companies or unincorporated associations as shall complete an application form for membership of the Society in such form as the Board of Trustees shall require, and who shall be approved by the Board of Trustees.

- 3.2 The members of the Society at the date of adoption of these Articles of Association are those members who are shown as members in the Register of Members of the Society and such members shall continue to be members of the Society, subject to the terms of these Articles.
- 3.3 Any member of the Society may withdraw from membership by written notice to the Society provided that after such withdrawal there are not fewer than ten members of the Society
- 3.4 The membership of any person shall not be transferable and shall terminate on his or her death.
- 3.5 The Board of Trustees may remove any member of the Society for any reason by a resolution approved by not less than 75% of the members of the Board of Trustees present and voting and any members so removed shall be notified in writing of such removal.
- 3.6 Any member which is a company or unincorporated association may nominate one or more directors or employees or other persons connected with such company or unincorporated association to act as corporate representatives and such corporate representatives shall be eligible to become members of the Board of Trustees and any committees.
- 3.7 To be eligible for membership, a company or unincorporated association shall be involved in the trade or business of buying, selling, producing or distributing wines and spirits or other alcoholic beverages or any trade, profession, organisation or institution ancillary to such trade or business, or providing services or facilities to such trade or business or shall be a Donor or Subscriber to the Society.

GENERAL MEETINGS

- 4.1 The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices to call it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Board of Trustees shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary Meetings;
- 4.2 The Board of Trustees may, whenever it thinks fit, convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

- 5.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days notice in writing and other meetings shall be called by at least fourteen days notice in writing which shall be given in accordance with Article 21. The period of notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting. The notices shall specify the day, place and the hour of the meeting and the general nature of the business to be undertaken at the meeting and shall be given in the manner specified in the Articles to the members of the Society provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority of the members having the right to attend and vote at the meeting being a majority together representing not less than 90% of the members of the Society;
- 5.2 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting;
- 5.3 Any Donor or Subscriber to the Society in the year ending on the date of the Annual General Meeting who is not a member shall also be given notice of the Annual General Meeting and shall be entitled to attend and speak at the Annual General Meeting provided that no Donor or Subscriber other than one who is a member of the Society shall be entitled to vote on any resolution put to the Annual General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets and reports of the Board of Trustees and the auditors of the Society, the election of members or their representatives to the Board of Trustees in place of those retiring and the appointment of and the fixing of the remuneration of the auditors if the Accounts of the Society are required to be audited under the Act or under the Articles;
- 6.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; six members present in person or, in the case of a company or unincorporated association, present by their corporate representative, shall be a quorum. If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Board of Trustees may determine;
- 6.3 The Chairman, if any, of the Board of Trustees, shall chair every General Meeting of the Society or, if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board of Trustees present shall elect one of their number to chair the meeting;
- 6.4 If at any meeting no member of the Board of Trustees is willing to act as Chairman or if no member of the Board of Trustees is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting;
- 6.5 The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 6.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded
 - 6.6.1 by the Chairman, or,
 - 6.6.2 by at least three members present in person or by their corporate representative;
- 6.7 Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the Minutes of the proceedings of the Society shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution;
- 6.8 The demand for a poll may be withdrawn;
- 6.9 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote;
- 6.10 A poll demanded on the election of a Chairman or on the question of an adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;
- 6.11 Resolutions of the members of the Society may be made as written resolutions in accordance with the provisions of sections 288 to 300 of the Act.

VOTES OF MEMBERS

- 7.1 Every member shall have one vote;
- 7.2 No member shall be entitled to vote at any General Meeting or on any written resolution unless all money or subscriptions presently payable by him to the Society have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS AND PROXIES

- 8.1 Any company or unincorporated association which is a member of the Society may authorise such person as it thinks fit to act as its representative at any meeting of the Society or to vote on any written resolution. The person so authorised shall be entitled to exercise the same powers on behalf of such company or unincorporated association which he represents as that company or unincorporated association could exercise as if it were an individual member of the Society;
- 8.2 A member may appoint a proxy to attend and vote at general meetings on his or her behalf in accordance with Section 324 of the Act and the provisions of this Article;
- 8.3 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
 - (a) states the name and address of the member appointing a proxy
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed
 - (c) is signed by or on behalf of the member or is authenticated in such a manner as the Board of Trustees may determine, and
 - (d) is delivered to the Society not less than 48 hours prior to the meeting to which it relates;
- 8.4 Proxy notices may specify how the proxy appointed is to vote (or that the proxy is to abstain from voting) on one or more resolutions;
- 8.5 Unless a proxy notice indicates otherwise, it shall allow the person appointed under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and shall permit the person to act as proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself;
- 8.6 A member who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that member and if such member does attend the general meeting the proxy notice shall be deemed to be revoked;
- 8.7 An appointment under a proxy notice may be revoked by the member who has appointed the proxy by notice in writing delivered to the Society at any time prior to the start of the meeting or adjourned meeting to which it relates.

BOARD OF TRUSTEES

- 9.1 The Society shall have a Board of Trustees comprising up to fifteen individual elected members or representatives of companies or incorporated associations which are members, appointed in accordance with the provisions of these Articles and in addition the Chief Executive of the Society (if one has been appointed under Article 18) shall be an ex officio member of the Board of Trustees and shall be given notice of and may attend all meetings of the Board of Trustees, but shall not have a vote;
- 9.2 The business of the Society shall be managed by the Board of Trustees which may exercise all such powers of the Society as are not required to be exercised by the Society in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Society in General Meeting, but no such regulation shall

- invalidate any prior act of the Board of Trustees which would have been valid if that regulation had not been made;
- 9.3 The Board of Trustees may exercise all the powers of the Society to borrow money and to mortgage or charge the whole or any part of its undertaking and property and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Society or of any third party;
- 9.4 All cheques and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, or otherwise executed, as the case may be, in such manner as the Board of Trustees shall from time to time determine;
- 9.5 The Board of Trustees shall cause minutes to be made:
- (i) of all appointments of officers made by the Board of Trustees;
 - (ii) of the names of members of the Board of Trustees present at each Board of Trustees meeting;
 - (iii) of all resolutions and proceedings at all meetings of the Society and of the Board of Trustees;
- 9.6 The Board of Trustees may delegate any of their powers to any sub-committee which may be formed on the authority of the Board of Trustees.

ELECTION OF MEMBERS OF THE BOARD OF TRUSTEES

- 10.1 The members of the Board of Trustees after the adoption of these Articles shall be such members or representatives as shall be elected to the Board of Trustees at the General Meeting at which these Articles are adopted;
- 10.2 A member of the Board of Trustees shall not be eligible for re-election if the Board of Trustees determines that he or the company or unincorporated association which he represents is no longer involved in the Wine and Spirit Trades or is not contributing actively to the Society;
- 10.3 The Board of Trustees shall elect one of their number immediately after the Annual General Meeting of the Society to be *Chairman of the Board of Trustees*, who shall hold office as Chairman for the calendar year commencing after such Annual General Meeting, provided that the Chairman of the Council of the Society at the date of the meeting at which these Articles are adopted shall be the Chairman of the Board of Trustees for the remainder of that calendar year. The Chairman shall be eligible to be re-elected for another year if he so wishes and if this is supported by the Board of Trustees;
- 10.4 The Board of Trustees shall elect one of their number, not being the Chairman, as Honorary Treasurer of the Society and he, so long as he remains a member of the Board of Trustees, shall hold office until he resigns or until the Board of Trustees elects some other member of the Board of Trustees in his stead;
- 10.5 One third of the elected members of the Board of Trustees (together with any member appointed to fill a casual vacancy) shall retire at the Annual General Meeting of the Society and shall be eligible for re-election. The members of the Board of Trustees to retire shall be those who have been members of the Board of Trustees for the longest period since they were elected and in the case of equality shall be chosen by lot. The Society at the meeting at which a member of the Board of Trustees retires in the above manner may fill the vacated office by electing a member or representative of a corporate member to it or may re-elect the retiring member to it and in default the retiring member of the Board of Trustees shall, if offering himself for re-election and if he is proposed by the Board of Trustees for re-election, be deemed to have been re-elected;
- 10.6 No person other than a member of the Board of Trustees retiring at the meeting shall unless recommended by the Board of Trustees be eligible for election to the Board of Trustees at any General Meeting;
- 10.7 The Board of Trustees shall have power at any time to appoint any person to be a member of the Board of Trustees, either to fill a casual vacancy or as an addition to the existing members but so that the total number of members of the Board of Trustees shall not at any time exceed fifteen disregarding any ex officio members of the Board of Trustees. Any member of the

- Board of Trustees so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election;
- 10.8 The Society may by ordinary resolution of which notice has been given in accordance with the Act remove any member of the Board of Trustees before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such member of the Board of Trustees. The Society may by ordinary resolution appoint another person in place of a member of the Board of Trustees removed under this Article;
- 10.9 If a member of the Board of Trustees shall cease to be a member of the Society or shall be a representative of a corporate member who shall cease to be a member of the Society, his membership of the Board of Trustees shall be immediately terminated and the Board of Trustees may fill such vacancy in accordance with the provisions of the Article 10.7 above.

PATRONS

11. The Board of Trustees may nominate and appoint such persons who are prominent members of the Drinks Industry or the Society or who have provided exceptional services or benefits to the Society to be honorary Patrons of the Society and the Board of Trustees may determine what role such Patrons should have in furthering the objects of the Society.

DISQUALIFICATION OF MEMBERS OF BOARD OF TRUSTEES

- 12.1 The office of any member on the Board of Trustees shall be vacated if that member of the Board of Trustees
- (i) becomes bankrupt or makes any arrangements or composition with his creditors or;
 - (ii) becomes prohibited from being a Director by reason of any order under the Act or of any other statutory provision, or;
 - (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or;
 - (iv) resigns his office by written notice to the Society or;
 - (v) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest as required by the Act;
- 12.2 A member of the Board of Trustees shall not vote in respect of any matter in which he is interested or any matter arising out of it and, if he does so vote, his vote shall not be counted.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 13.1 The Board of Trustees may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and each member of the Board of Trustees present at a meeting shall have one vote. In the case of equality of votes the Chairman shall have a second or casting vote. Four members of the Board of Trustees may and the Secretary on the request of the Board of Trustees shall at any time summon a Board of Trustees meeting. It shall not be necessary to give notice of a Board of Trustees meeting to any member of the Board of Trustees at the time being absent from the United Kingdom;
- 13.2 The quorum necessary for the transaction of the business of the Board of Trustees shall be four. Notwithstanding any vacancy in its body, if and so long as its number is reduced below the number fixed by the Articles as the necessary quorum of members of the Board of Trustees for the transaction of business, the remaining members of the Board of Trustees may act for the purpose of appointing new members of the Board of Trustees to not less than that number or of summoning a General Meeting of the Society but for no other purpose;
- 13.3 If the Chairman of the Board of Trustees is not present within five minutes after the time appointed for the holding of a meeting the members of the Board of Trustees present may choose one of their number to chair the meeting.

SUB-COMMITTEES

- 14.1 The Board of Trustees may subject to Article 9 delegate any of its powers to sub-committees consisting of such persons as it thinks fit provided that a majority of the members of such sub-committee shall be members of the Board of Trustees and any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Trustees and shall report all acts and proceedings to the Board of Trustees as soon as is reasonably practicable;
- 14.2 A sub-committee may meet and adjourn as it thinks proper and questions arising at any meetings shall be determined by a majority of the votes of the members present and subject thereto any sub-committee may operate its own rules and procedure as it thinks fit.

VALIDITY OF ACTS OF THE BOARD OF TRUSTEES

15. All acts done by any meeting of the Board of Trustees or of any other sub-committee or by any person acting as a member of the Board of Trustees shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member 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 Board of Trustees.

WRITTEN RESOLUTIONS

16. A resolution in writing signed by all members of the Board of Trustees entitled to receive notice of a Board of Trustees meeting or by all members of a sub-committee shall be as valid and effectual as if it had been passed at a Board of Trustees or sub-committee meeting duly convened and held and may consist of several documents in like form each signed by one or more members of the Board of Trustees or sub-committee.

BENEFITS PAID BY THE SOCIETY

- 17.1 The Board of Trustees may at its absolute discretion determine whether or not any person applying to the Society for any benefit or payment from the Society is eligible under the constitution of the Society to receive such benefit and to be appointed to be a beneficiary of the Society;
- 17.2 The Board of Trustees may at its absolute discretion determine whether or not any individual is to benefit from the Society and to determine what payments, maintenance, grants or benefits, whether monetary or otherwise, shall be paid to an eligible beneficiary provided that any individual who is recommended by the Board of Trustees to receive a pension from the Society shall be approved by the Society in General Meeting;
- 17.3 The Board of Trustees may authorise a sub-committee of the Board of Trustees to examine applicants for benefits from the Society who may be required to give such details in support of his or her application as the Board of Trustees or sub-committee may require and to make recommendation to the Board of Trustees both as to the eligibility of such applicants and as to the amount of benefits, if any, should be paid to such applicants, provided that all recommendations made by such a sub-committee shall be referred to a decision of the Board of Trustees and that all such decisions are taken at a meeting of the Board of Trustees and duly minuted as such by the Secretary;
- 17.4 The Board of Trustees shall have the power to increase, decrease or cancel any benefits of any kind, whether monetary or not, payable to a beneficiary of the Society at its absolute discretion and any payments of money granted by the Society to beneficiaries may be made in such a way as shall be agreed between the beneficiary and the Board of Trustees or any sub-committee appointed for that purpose;
- 17.5 On the death of any person who is receiving benefits of any kind from the Society the Board of Trustees may, at its absolute discretion, determine that such benefits may be paid or enjoyed in whole or in part by any member of his or her family.

SECRETARY AND CHIEF EXECUTIVE

- 18.1 A Secretary of the Society shall be appointed by the Board of Trustees for such term at such remuneration and on such conditions as the Board of Trustees may think fit and any Secretary so appointed may be removed by it provided that no member of the Board of Trustees may occupy the salaried position of Secretary and provided further that the person appointed to be Secretary of the Society may also act as an Executive Officer or Chief Executive of the Society or in such other managerial capacity as the Board of Trustees shall determine;
- 18.2 The Board of Trustees may from time to time appoint any person (other than a member of the Board of Trustees) to be the Chief Executive of the Society for such period on such terms and at such remuneration as they think fit and may subject to the terms of such appointment revoke such appointment. The Board of Trustees may, subject to the provisions of these Articles, confer on such Chief Executive such powers as they shall think fit on such terms and conditions and subject to such restrictions as the Board of Trustees may determine and such Chief Executive shall be a member of the Board of Trustees as long as he remains in such office subject to Article 9.1;
- 18.3 A provision of the Act or these Articles requiring or authorising a thing to be done by a member of the Board of Trustees and the Secretary shall not be satisfied by its being done by the same person acting both as a member of the Board of Trustees and as or in place of the Secretary.

ACCOUNTS

- 19.1 The Board of Trustees shall cause accounting records to be kept in accordance with the Act;
- 19.2 The accounting records shall be kept at the registered office of the Society or, subject to the Act, at such other place or places as the Board of Trustees thinks fit and shall always be open to the inspection of the members of the Board of Trustees;
- 19.3 The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to inspection of members of the Society, not being members of the Board of Trustees, and no member shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by the Society in General Meeting;
- 19.4 The Board of Trustees shall from time to time cause to be prepared and laid before the Society in General Meeting such Profit and Loss Accounts, Balance Sheet, Group Accounts (if any) and Reports as are required by the Act.

AUDIT

- 20. Auditors shall be appointed and the Accounts of the Society shall be audited in accordance with Part 16 of the Act.

NOTICES

- 21.1 A notice may be given by the Society to any member either personally or by sending it by post to him at 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 Society for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. The notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted;
- 21.2 Notice of every General Meeting shall be given in any manner authorised by these Articles to:

- 21.2.1 every member except those members who having no registered address within the United Kingdom have not supplied to the Society an address with the United Kingdom for the giving of notices to them;
- 21.2.2 the auditor for the time being of the Society;
- 21.2.3 each member of the Board of Trustees;
- 21.3 In the case of Annual General Meetings a copy of the notice shall be sent to all Donors and Subscribers if an address has been supplied by them for that purpose or shall be given to them as set out in Article 21.4 below;
- 21.4 If the Board of Trustees so elects, notice of General Meetings may be also given by electronic means to each member who has supplied an address for service by such means and/or by advertising such notice in one or more Wine & Spirit Trade Journals not less than twenty-one days nor more than thirty-five days before such meeting, specifying the nature of the business to be carried out at such meeting and in that event the Company shall not be required to serve individual notices on the members of the Society or of the Board of Trustees or on any Donor or Subscriber.

DISSOLUTION

- 22. Clause 7 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if its provisions were repeated in these Articles.

RULES OR BYE-LAWS

- 23.1 The Board of Trustees may from time to time make such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Society and for the purpose of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the above, it may by such rules or bye-laws regulate;
 - 23.1.1 the admission and classification of members of the Society and the rights and privileges of such members;
 - 23.1.2 the conditions of membership and the terms upon which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 23.1.3 the conduct of members of the Society;
 - 23.1.4 the procedure at General Meetings and meetings of the Board of Trustees and sub-committees insofar as such procedure is not regulated by the Articles;
 - 23.1.5 generally all such matters as are commonly the subject of matter of the rules of societies;
- 23.2 The Society in General Meeting shall have the power to alter or repeal the rules or bye-laws and to make additions to them. The Board of Trustees shall adopt such means as it deems sufficient to bring to the notice of members of the Society all such rules or bye-laws which, so long as they are in force, shall be binding on all members of the Society, provided nevertheless that no rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Society.

HEADINGS

- 24. The Headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.