



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6100242

The Registrar of Companies for England and Wales hereby certifies that

**THE EUROPEAN CONFEDERATION OF MULTI-FOIL MANUFACTURERS  
LIMITED**

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 13th February 2007



N0 6100242V



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

6100242

Company name

THE EUROPEAN CONFEDERATION OF  
MULTI-FOIL MANUFACTURERS LIMITED

I,

YORK PLACE COMPANY NOMINEES LIMITED

of

12 YORK PLACE  
LEEDS  
WEST YORKSHIRE  
LS1 2DS

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



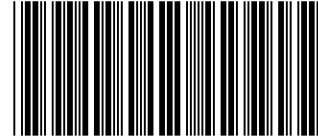
**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **13/02/2007**



XJKQ3N1H

*Company Name  
in full:*

**THE EUROPEAN CONFEDERATION OF  
MULTI-FOIL MANUFACTURERS  
LIMITED**

*Proposed Registered  
Office:*

**12 YORK PLACE  
LEEDS  
WEST YORKSHIRE  
ENGLAND  
LS1 2DS**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:*

**YORK PLACE COMPANY SERVICES  
LIMITED**

*Agent's Address:*

**12 YORK PLACE  
LEEDS  
WEST YORKSHIRE  
ENGLAND  
LS1 2DS**

*Company Secretary*

*Name*

**YORK PLACE COMPANY SECRETARIES LIMITED**

*Address:*

**12 YORK PLACE  
LEEDS  
WEST YORKSHIRE  
LS1 2DS**

*Consented to Act:* **Y**

*Date authorised* **13/02/2007**

*Authenticated:* **Y**

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*Director 1:*

*Name* **YORK PLACE COMPANY NOMINEES LIMITED**

*Address:* **12 YORK PLACE  
LEEDS  
WEST YORKSHIRE  
LS1 2DS**

*Consented to Act:* **Y** *Date authorised* **13/02/2007** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT** *Date Authorised:* **13/02/2007** *Authenticated:* **Yes**

Company No:

The Companies Act 1985 to 1989

Private Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association  
of

## **The European Confederation of Multi-Foil Manufacturers Limited**

- 1 The Company's name is "The European Confederation of Multi-Foil Manufacturers Limited" (the "Company").
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The objects of the Company are to make representations, negotiate, lobby, originate and promote improvements, agree and take such other steps and proceedings or do anything whatsoever as may be deemed expedient on behalf of its members to further and protect their interests in connection with the establishment, maintenance and promotion of their products in existing and new markets (the "Objects").
- 4 The Company has the power to do anything within the law that may promote or may help to promote or be incidental to or conducive to the attainment of the Objects.
- 5 The liability of the members is limited.
- 6 In the event of the Company being wound up while he is a member, or within one year after he ceases to be a member, every member undertakes to contribute such amount as may be required, not exceeding one pound, to the assets of the Company to be a member, and of the costs, charge and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the Objects 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 Company under or by virtue of clause 6 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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Name and Address of Subscriber

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York Place Company Nominees Limited  
12 York Place  
Leeds LS1 2DS

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Dated 12 February 2007

Company No:

The Companies Act 1985 to 1989

Private Company Limited by Guarantee and not having a Share Capital

Articles of Association  
of

## **The European Confederation of Multi-Foil Manufacturers Limited**

Private Company Limited by Guarantee and not having a share capital

### **1 Interpretation**

#### **1.1 In these articles:**

"Act"	the Companies Act 1985 and any modification or re-enactment thereof for the time being in force;
"AGM"	an annual general meeting of the Company;
"Articles"	the articles of association of the Company;
"Communication"	has the meaning given in the Electronic Communications Act 2000;
"Electronic Communication"	has the meaning given in the Electronic Communications Act 2000;
"International Accounting Standards" or "IAS"	the international accounting standards, within the meaning of EC Regulation No. 1606/2002 of the European Parliament and the council of 19 July 2002 on the application of international accounting standards, adopted from time to time by the European Commission in accordance with that Regulation;
"Management Committee"	the management committee or board of directors of

	the Company from time to time;
"Memorandum"	the memorandum of association of the Company;
"Chief Executive Officer" Any person appointed by the Board to perform any of the duties of the Chief Executive Officer and the Secretary.	any person appointed to perform the duties of the chief executive officer of the Company from time to time including a joint, assistant or deputy chief executive officer. The role of the CEO should incorporate that of the Company Secretary.
"Statutes"	means the Act, the Electronic Communications Act 2000 and every other statute or subordinate legislation at the time being in force concerning companies and affecting the Company; and
"United Kingdom"	Great Britain and Northern Ireland.

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

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

## 2 Members

2.1 The number of members with which the Company may be registered is unlimited.

2.2 The subscribers to the Memorandum and Articles of Association and such other persons as the Management Committee shall admit to membership shall be members of the Company. The rules of admission to the membership shall be laid down in the Terms of Membership and shall be transparent, non-discriminatory and based on objective standards.

2.3 Every application for membership of the Company shall be made in writing in a form approved by the Management Committee which shall have absolute discretion to accept or refuse any such application. The Management Committee shall not be obliged to give any reason for refusing to admit any applicant to membership of the Company.

2.4 A member shall cease to be a member:-

2.4.1 If the member, being a company be wound up (except for the purposes of reconstruction or amalgamation).

2.4.2 If a member fails to pay his subscriptions within three months from the date when the same become due and the Management Committee resolves that his membership shall cease.

2.4.3 If the member resigns in accordance with the provisions in these articles hereinafter contained.



- 2.4.4 If the member be expelled from the Company in accordance with the provisions in these articles hereinafter contained
- 2.4.5 If the Management Committee resolves that the membership of the member shall cease by reason of the member no longer being eligible for membership.
- 2.5 No company, having ceased to be a member shall have any interest in or claim upon the Company or its funds or any part thereof but shall be due to pay any outstanding sums owing by such member as at the date of cessation of membership.
- 2.6 Any member wishing to resign from membership of the Company shall give not less than three months notice in writing to the Secretary but shall be liable for any unsatisfied dues or costs towards the Company.
- 2.7 A member may be expelled from the Company at any time by resolution of the Management Committee passed by a majority of at least three-fourths of those present and voting at a meeting of which the member shall have had fourteen clear days notice and at which the member shall have been given the opportunity of being heard for any of the following reasons:
  - 2.7.1 If the action of such member is or has been detrimental to the object or purposes of the Company or if such member continues in a course of action after being notified that in the opinion of the Management Committee such action is detrimental to the policy, objects or interests of the Company.
  - 2.7.2 If the Management Committee shall consider that for any reason it is undesirable that a member should remain a member of the Company.

### 3 General Meetings

- 3.1 The Company shall in each year hold a general meeting as its AGM 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 AGM of the Company and that of the next, provided that so long as the Company holds its first AGM within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such time and place as the Management Committee shall appoint. All general meetings other than AGM's shall be called extraordinary general meetings ("EGMs").
- 3.2 The Management Committee may, whenever it thinks fit, convene an EGM and an EGM may also be convened by requisitionists in accordance with the Act.

### 4 Notice of General Meetings

- 4.1 An AGM and an EGM called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other EGMs shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- 4.1.1 in the case of an AGM, by all the members entitled to attend and vote at the meeting; and
- 4.1.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together having not less than 95 per cent of the total voting rights of all members having a right to vote at general meetings.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.

- 4.2 All business shall be deemed special that is transacted at an EGM, and also all that is transacted at an AGM, with the exception of the consideration of the accounts, balance sheets, and the reports of the Management Committee and auditors, the election of members of the Management Committee in the place of those retiring or otherwise and the appointment of, and the fixing of the remuneration of, the auditors.

## 5 Proceedings at General Meetings

- 5.1 No business shall be transacted at any general meetings unless a quorum of members is present at the time when the meeting proceeds to business; four persons entitled to vote upon the business to be transacted, each being a member, or a validly appointed proxy for a member or a duly authorised representative of a corporation which is a member shall be a quorum.
- 5.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Management Committee may determine. No notice shall be required to be given of such adjourned meeting.
- 5.3 The chairman of the Management Committee shall preside as chairman at every general meeting of the Company.
- 5.4 The chairman may, with the consent of any quorate meeting (and shall if so directed by a simple majority of the members present at 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 5.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Subject to the Act, a poll may be demanded:
  - 5.5.1 by the chairman;
  - 5.5.2 by at least two members present in person or by proxy; or

- 5.5.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 5.6 Unless a poll be so deemed 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 5.7 The demand for a poll may be withdrawn but only with the consent of the chairman. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.
- 5.8 If a poll is duly demanded it shall be taken in such manner as the chairman directs.
- 5.9 A poll demanded on a question of adjourning shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting direct, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 5.10 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

## 6 Votes of Members

- 6.1 Every member of the Company whose name is entered in the Company's register of members shall have one vote each at every general meeting.
- 6.2 A member of the Company may appoint a proxy to attend general meetings in his place and to vote both on a show of hands and on a poll.
- 6.3 The appointment of a proxy shall be in a form approved by the Management Committee.
- 6.4 The appointment of a proxy and any authority under which it is executed or copies thereof certified notarially or in some other way approved by the directors must be delivered to the Company at an address approved by the Management Committee before the time for holding the meeting or the adjourned meeting or the poll.
- 6.5 A vote given or poll demanded by a proxy for a member, or by the authorised representative of a member which is an organisation remains valid despite the previous revocation of the authority of proxy or representative unless notice of revocation was received by each member of the Management Committee before the start of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## 7 Corporations Acting by Representatives at Meetings

- 7.1 Any corporation, authority or body which is a member of the Company may by resolution of its board, management committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation, authority or body which he represents as that corporation, authority or body could exercise if it were an individual member of the Company.

## 8 Powers and Duties of Management Committee

- 8.1 The Management Committee will comprise a minimum of four persons. Each member of the Company will appoint one member to the Management Committee.
- 8.2 The Management Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Management Committee, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members of the Management Committee under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Management Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 8.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine.
- 8.4 The Management Committee shall cause minutes to be made in books provided for the purpose:
- 8.4.1 of all appointments of officers made by the Management Committee;
  - 8.4.2 of the names of the members of the Management committee present at each meeting of the Management Committee;
  - 8.4.3 of all resolutions and proceedings at all meetings of the Company, and of the Management Committee.

## 9 Disqualification of Member of the Management Committee

- 9.1 The office of member of the Management Committee shall be vacated if the member:
- 9.1.1 without the consent of the Company in general meeting holds any other office of profit under the Company; or
  - 9.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- 9.1.3 becomes prohibited from being a member of the Management Committee by reasons of any order made under the Act of the Company Directors Disqualification Act 1986; or
  - 9.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - 9.1.5 resigns his office by notice in writing to the Company; or
  - 9.1.6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 317 of the Act; or
  - 9.1.7 is removed by a simple majority of the members of the Company, following the procedure laid down in section 303 of the Act.
- 9.2 In addition to those situations listed in article 9.1 above, a member of the Management Committee shall also vacate his office forthwith if the member of the Company who originally nominated or appointed him to that office gives notice in writing to the Company and to the member of the Management Committee that his office should be vacated.
- 9.3 If a member of the Management Committee vacates his office or is removed from his office for any reason whatsoever, the member of the Company which originally nominated or appointed him to that office shall forthwith appoint another person to the Management Committee and the Management Committee shall unanimously approve such person's appointment at the next meeting of the Management Committee.

## 10 Proceedings of the Management Committee

- 10.1 All resolutions passed at a meeting of the Management Committee shall only be carried if they are supported by 4/7<sup>th</sup> of the members entitled to vote. The Management Committee may otherwise regulate their meetings and business as they think fit. A member of the Management Committee may and the Secretary on the requisition of a member of the Management Committee shall, at any time summon a meeting of the Management Committee on reasonable notice.
- 10.2 The quorum necessary for the transaction of the business of the Management Committee shall be four.
- 10.3 The continuing members of the Management Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the management Committee the continuing member or members of the Management Committee may act for the purpose of increasing the number of members of the Management Committee to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 10.4 The Management Committee shall elect a person, being a member of the Management Committee, to act as chairman from those persons who are

nominated. The chairman shall serve in office for a period of twelve months. The Chairman shall be able to offer himself for re-election on the expiry of his period of office.

- 10.5 In the event of an equality of votes of the Management Committee, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.
- 10.6 All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee or of such a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Management Committee, committee or person 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 Management Committee or such a committee.
- 10.7 A resolution in writing, signed by all the members of the Management Committee for the time being shall be as valid and effective as if it has been passed at a meeting of the Management Committee duly convened and held.

## 11 Officers of the Association

- 11.1 The CEO of the Association shall be appointed by the Board and shall receive reimbursement for his service. Such reimbursement and the Conditions of Engagement shall be agreed by the Board. For the purposes of Section 288 of the Act the CEO of the Association shall also be known as and carry out duties of the Company Secretary.

The CEO shall be the principal executive officer of the Association responsible for the efficient administration of its affairs and financial control and shall report and take instructions from the Executive Committee.

- 11.2 The Officers of the Association shall be appointed by the Management Committee Board and shall consist of:-

A President

A Treasurer

A Vice-President

Each office shall be for a period of 12 months. An Officer can, on cessation of this period, offer himself for re-election.

## 12 The Seal

- 12.1 The Company shall not have a common seal.

## 13 Expenses

- 13.1 The Management Committee shall determine the annual subscription for each member. Such subscriptions shall be sums calculated or assessed and paid in a manner which and at such times as the Management Committee may determine. Where any member fails to discharge payment of any account properly rendered to

him by the Secretary within two calendar months from the date of the invoice, such member shall be required to pay interest at a rate of 2% per month on the amount due by him. Actual amounts paid by members to the Company shall not be disclosed without the express authority of the Management Committee.

13.2 The expenses of each member of the Management Committee will be borne by the member of the Company which nominated or appointed him.

13.3 The funds, income and property of the Company howsoever derived shall be applied solely towards the objects of the Company.

## 14 Accounts

14.1 The Management Committee shall cause accounting records to be kept in accordance with the Act and any other relevant statutes and regulations.

14.2 The accounting records shall be kept at the registered office of the Company, or subject to the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Company, the Management Committee, the secretary and the auditors of the Company.

14.3 The Management Committee shall from time to time, in accordance with the Act and any other relevant statutes and regulations, as amended from time to time, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, or, where relevant, income statement or other equivalent financial statement required to be prepared by International Accounting Standards, balance sheets, group accounts (if any) and reports as are referred to in the same.

14.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report and the Management Committee's report shall, not less than 21 days before the date of such meeting, be sent to every member of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

## 15 Audit

15.1 Auditors shall be appointed and their duties regulated in accordance with the Act and any other relevant statutes and regulations.

## 16 Notices

16.1 A notice may be given by the Company 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 Company for the giving of notice to him or by giving it using electronic communications to an address for the time being notified to the Company by the member. In this regulation and the next "address", in relation to electronic communications includes any number or address used for the purposes of such communications.

- 16.2 Where a 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. Notice given by post shall be effective at the expiration of 24 hours after the letter containing the same is posted. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given and will be deemed effective at the expiration of 48 hours after the time it was sent.
- 16.3 Notice of every general meeting shall be given in any manner authorised by these articles to every member.

## 17 Bye-Laws

- 17.1 The Management Committee may from time to time make Bye-Laws in relation to the Company and may at any time in like manner annul or vary any Bye-Laws so made and all Bye-Laws so made and for the time being in force shall be binding on all Members of the Company and shall have effect accordingly and it is hereby expressly declared that the following shall be deemed to be Bye-Laws in relation to the Company with the meaning of the Article:-
- 17.1.1 Bye-Laws relating to government of the Company.
  - 17.1.2 Bye-Laws relating to the rights and obligations of the members in the Company.
  - 17.1.3 Bye-Laws supplementary to these Articles or in furtherance of any of the objects of the Company which the Management Committee may recommend.
  - 17.1.4 Bye-Laws prescribing the form and manner in which any association may apply for membership of the Company.
  - 17.1.5 Bye-Laws establishing rules of professional conduct binding upon members of the Company.

Provided that no Bye-Law shall be made under this power which would amount to such an addition or modification of these articles as could only be legally be made by Special Resolution passed in accordance with the provisions of the Act.

- 17.2 The Company shall continue until such time as the members shall determine its existence by Extraordinary Resolution passed in general meeting.



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Name and Address of Subscriber

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York Place Company Nominees Limited  
12 York Place  
Leeds LS1 2DS

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Dated 12 February 2007