



The Companies Act 2006

Association limited by guarantee
and not having a share capital

ARTICLES OF ASSOCIATION

OF THE ICE CREAM ALLIANCE LIMITED

The Ice Cream Alliance
3 Melbourne Court
Pride Park
Derby
DE24 8LZ

Company Registration No. **386175**

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PART A

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the Articles, unless the context requires otherwise—

“the Act” means the Companies Act 1985 as amended by the Companies Act 1989 and the Companies Act 2006;

“Articles” means the Association’s Articles of Association;

“the Association” means The Ice Cream Alliance Limited;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Bye-laws” means such regulations and directions as shall from time to time be made by the Council under the powers conferred upon them by these Articles;

“the CEO” means the Chief Executive Officer of the Association;

“chairman” has the meaning given in Article 10 of Part 2 and Article 10 of Part 4;

“chairman of the meeting” has the meaning given in Article 10 of Part 2 and Article 10 of Part 4;

“Committee” means the relevant Committee appointed by the Council;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“the Council” means the National Executive Council of the Association;

“director” means a director/member of the National Executive Council of the Association, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“financial year” means a period of twelve months commencing on the first day of April in any year;

“honorary title” means a title given to a servant of the ICA without remuneration

“the Industry” means the ice cream and frozen confectionery industry;

“ICA” means The Ice Cream Alliance Limited;

“meetings” means the Annual General Meetings, Extraordinary General Meetings, and meetings of the Board of Directors of the Council;

“member” an Ordinary, Senior, Corporate, Spouse, Student or Retired Member of the Association but not any other person;

“Membership” a member of the Association;

“Membership year” means a period of 12 months or such period as the Council may from time to time determine for the Membership year;

“month” means a calendar month;

“the Office of the Association” means the registered office of the Association for the purpose of the Act;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 8 of Part 2;

“Past President” is the honorary title given to a paid-up member of the ICA who has previously been a President of the ICA;

“proxy notice” has the meaning given in Article 6 of Part 4;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“these presents” means these Articles of Association or other Regulations of the Association for the time being in force; “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing individuals shall, unless otherwise expressly stated, include partnerships and corporations.

Subject as aforesaid, any words or expressions defined in the Act shall unless the context otherwise require, bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these presents become binding on the Association.

2. Forms

2.1 Any forms which may be required for any of the purposes of these presents shall be prescribed by the Council which may at any time and from time to time authorise the CEO or any other officer or servant of the Association to prescribe any such form, and the Council may at any time and from time to time vary or authorise the CEO or any other officer or servant of the Association to vary any such form.

2.2 Any form so prescribed for the time being in force shall be used in every case to which it applies.

2.3 All instruction issued by the Council or by the CEO or any other officer or servant of the Association acting under such authority as aforesaid relating to any form so prescribed shall be deemed part of the form and shall be observed accordingly.

3. Objects and Powers

The objects for which the Association is established are:

3.1 To promote the interests of the ice cream and frozen confectionery industry (hereinafter called “the Industry”)

3.2 To give Parliament the European parliament the European Commission Local Authorities and any public body and others facilities for conferring with and ascertaining the views of persons engaged in the Industry as regards matters affecting the Industry.

- 3.3 To originate and promote improvements in the law as affecting the Industry and to support, promote or oppose Bills of Parliament or other measures or proceedings which may be deemed beneficial or detrimental to the interests of the industry as the case may be, and for the purposes aforesaid to petition Parliament the European Parliament the European Commission Local Authorities and any public bodies and to take such other steps and proceedings as may be deemed expedient in connection therewith.
- 3.4 To provide advice for Members or other persons interested in the Industry in cases of general importance to the well-being of the Industry.
- 3.5 To promote and encourage the compliance by Members with the provisions of the Food Safety Act 1990, and Acts amending the same and other statutory provisions relating to the food industry.
- 3.6 To provide for and be a central medium of useful information on all matters affecting the Industry, and to circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these objects.
- 3.7 To admit any persons or companies to be Members of the Association, on such terms and to confer on them such rights and privileges as may seem expedient.
- 3.8 To affiliate with any other institution association or company having objects wholly or in part similar to those of this Association.
- 3.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- 3.10 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- 3.11 To borrow or raise money, for the purpose of the Association on such terms and on such security as may be thought fit.
- 3.12 To invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 3.13 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or any of the powers given to the Association by the Act or by this Clause.

PROVIDED THAT:

- (a) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall except where the context expressly so requires be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Association.
- (b) The Association shall not support with its funds any object or endeavour to impose 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:
- (c) In the case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 Managers or Trustees 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 for the due administration of such property in the same manner and to the same extent as they would as Managers or Trustees 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 of the High Court of Justice or the Charity Commissioners over such Managers or Trustees 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. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal

with the same in such manner as allowed by law, having regard to such trusts; and

- (d) In this Clause the expression the "Act" means the Companies Act 1985 as amended by the Companies Act 1989 but so that any reference in this Clause to the provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. Application of Income and Property

Save as provided for in Article 5 hereof 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 payable 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 reasonable and proper remuneration and out-of-pocket expenses to any officer or employee of the Association or to any Member of the Association in return for any services actually rendered to the Association and the payment of reasonable and proper remuneration and out of pocket expenses to any member of the National Executive Council or Governing Body of the Association for work specially commissioned by the Council or Governing Body nor prevent the payment of interest at a rate not exceeding 1 per cent above the Bank Rate for the time being in force on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

5. Surplus Assets

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 firstly be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association or in default thereof secondly to the Members for the time being of the Association to be distributed amongst them equally.

6. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- 6.1 payment of the Association's debts and liabilities contracted before he ceases to be a member,
- 6.2 payment of the costs, charges and expenses of winding up, and
- 6.3 adjustment of the rights of the contributories among themselves.

PART B

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

7.1 Subject to the Articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

8. Members' reserve power

8.1 The members may, by special resolution at a meeting, direct the directors to take, or refrain from taking, specified action. Such meeting should consist of a quorum of not less than twenty (20) members.

8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9. Directors may delegate

9.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions; as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10. Committees

10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

11. Decision-making - Directors to take decisions collectively

11.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 12 below.

12. Unanimous decisions

12.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

12.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

12.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

13. Calling a directors' meeting

13.1 Any director may call a directors' meeting by giving notice of the meeting to all the directors or by authorising the Association secretary (if any) to give such notice.

13.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) all such meetings are to take place at the Head Office, Melbourne Court, Pride Park, Derby DE24 8LZ

13.3 Notice of a directors' meeting must be given to each director in writing or by e-mail.

13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting

is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14. Participation in directors' meetings

14.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for directors' meetings

15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 The quorum for directors' meetings should never be less than four (4).

15.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

16. Chairing of directors' meetings

16.1 The directors may appoint a director to chair their meetings.

16.2 The person so appointed for the time being is known as the chairman.

16.3 The directors may terminate the chairman's appointment at any time.

16.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17. Casting vote

17.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

17.2 The rights for the Chairman to have a casting vote in accordance with sub-Article 17(1) of the above does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. Conflicts of interest

18.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the

Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18.2 But if sub-Article 18.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

18.3 This sub-Article applies when:

- (a) the Association by ordinary resolution dis-applies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

18.4 For the purposes of this Article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.

18.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

18.6 Subject to sub-Article (7) if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

18.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19. Records of decisions to be kept

19.1 The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

20. Directors' discretion to make further rules

20.1 Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

21. Methods of appointing directors

21.1 Any member who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:



- (a) by ordinary resolution, or
- (b) by a decision of the directors.

21.2 In any case where, as a result of death, the Association has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

21.3 For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

22. Termination of director's appointment

22.1 A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

23. Directors and Staff expenses

23.1 The Association may pay any reasonable expenses which the directors and/or staff properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) such other reasonable expenses as may be approved by not less than two directors.
Such expenses will be paid so long as they fall within the procedural guidelines of the Association from time to time.

PART C MEMBERS - BECOMING AND CEASING TO BE A MEMBER

24. Applications for and types of Membership

24.1 No person shall become a member of the Association unless:

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

24.2 Standard Membership

The rights of standard membership shall be that one named individual shall receive monthly copies of Ice Cream magazine and one named individual shall have full voting rights.



24.3 Corporate Membership

The rights of corporate membership shall be for up to four (4) named individuals of a business or company, each to have full voting rights, each to receive a copy of the monthly Ice Cream magazine, and the corporate member to have half a page free advertising per annum and free entry to three classes in the National Ice Cream Competitions ran by the Association.

24.4 Spouse / Partner Membership

An additional membership is offered to a spouse or partner only of a standard member (as nominated in writing by such standard member from time to time) and is able to participate at Committee Meetings and General Meetings but shall have no voting rights.

24.5 Student Membership

Subject to proof of studentship and age being required to the satisfaction of the Committee from time to time, this membership is for 36 months only, after which the member will revert to standard membership. Student membership carries no voting rights.

24.6 Retired Membership

One named individual to receive monthly copies of Ice Cream magazine. Only retired members who were previously standard members or nominated voting representatives for a corporate member shall have voting rights up to a maximum of 2 retired members with voting rights per corporate member.

24.7 Overseas Membership

One named individual to receive monthly copies of Ice Cream magazine. Overseas membership carries no voting rights.

24.8 Technical Membership

Technical membership gives access to technical consultant who will provide advice and knowledge of the food industry. Help will be given with recipe formulation, manufacturing processes and HACCP/ SALSA accreditation. Technical membership carries no voting rights.

25. Election of Members

25.1 No person shall be elected:

- (a) a member of the Association unless such person shall at the time of his/her election be in the opinion of the Council concerned directly or indirectly with the industry;
- (b) a –Retired Member of the Association unless such person shall at the time of his/her election be or have been at any time a Standard Member or voting representatives of a Corporate Member of the Association and shall no longer be concerned directly or indirectly with the industry and shall have paid all subscriptions and other sums due to the Association hereunder as a member or otherwise provided that on the election as a Retired Member of someone who immediately prior to such election was a member Article 24.1 shall not apply.

25.2 All applications for membership shall be completed on the prescribed form and sent by ordinary first class post or electronic communication to the office of the Association for submission to the Council. Every application shall be accompanied by a remittance covering the first year's annual subscription. If any applicant shall be elected to membership he/she shall be required to pay the appropriate first year's annual subscription on election. No person shall be elected to membership of the Association until such first subscription has been paid.

25.3 The Council may make such investigations as it may in its absolute discretion think fit to determine whether any applicant is a fit and proper person to be elected to membership, and the Council may require any applicant to furnish such proof of his/her qualification under this Article and such references, if any, as it may think in its absolute discretion fit as to whether any applicant is eligible under this Article 1 Part 3 for membership.

25.4 The Council shall consider all applications for all classes of membership and may by the procedure set out herein elect the applicant or reject the application, provided always that the Council shall have the power to

adjourn the consideration of any application or to postpone the election of any applicant for such period as it may in its absolute discretion think fit, and the Council shall not be required to give any reasons for its decision to elect any applicant or to reject any application, or for any such adjournment or postponement as aforesaid, and the decision of the Council on such matter shall be final.

25.5 Subject to the provisions of this Article 25 a person shall become a member of the Association once he has been fully elected.

25.6 The number of all classes of members of the Association is unlimited.

25.7 Any person who is duly elected to membership of the Association shall, whilst he/she remains a member, be entitled to describe him/herself as a member of the Association.

25.8 Any person who is not an individual shall forthwith upon its election as a member of a partnership appoint one of the partners and if a Corporation appoint by resolution of the Board an officer or employee of that Corporation to be that member's authorised representative in connection with all matters relating to the Association, the Council (if such member shall be elected a member of the Council) or any Division or Branch of the Association and shall forthwith after such appointment (and the appointment of any replacement(s)) give written notice to the Association setting out the name and address of the person(s) so appointed from time to time.

26. Termination of membership

26.1 A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.

26.2 Membership is not transferable except when an individual member dies in which case a family member or partner (as the deceased's executors may determine) shall have the right to maintain the membership until the next renewal or as otherwise may be sanctioned by the Committee.

26.3 Membership is terminated if the annual subscription has not been paid by the due date.

26.4 Any member shall ipso facto cease to be such a Member of the Association if: -

- (a) his/her annual subscription or part thereof or any other sum is in arrears for three months or more from the date on which the Council shall have declared such annual subscription or other sum was due and;
- (b) such fact shall have been thereafter reported to the Council and
- (c) the Council have sent a reminder to the member in arrears and
- (d) within two weeks of the sending of the latter of the two reminders referred to above no payment of the outstanding sum due shall have been received by the Council;
- (e) he/she becomes bankrupt or his/her firm or he/she makes any arrangements or composition with his/her creditors generally or, if a member being a Corporation, goes into liquidation;
- (f) he/she ceases to be connected within the ice cream industry whether directly or indirectly or is elected as a Senior Member of the Association;

26.5 If any Member shall:

- (a) fail to comply with his/her obligations under these presents (otherwise than by non-payment of his/her

annual subscription (or part thereof) to the Association which shall be dealt with as provided above;

- (b) shall in the opinion of the Council be guilty of dishonourable conduct or of any act, conduct or neglect which in the opinion of the Council is injurious or prejudicial to the interests of the Association and/or the Industry;
- (c) shall be convicted of a criminal offence (not including a road traffic offence which does not result in a sentence of imprisonment), the Council shall have power to expel him/her from membership or to suspend him/her for such time as the Council may in its absolute-discretion think fit or indefinitely.

Provided always that no member shall be expelled or suspended without first being given an opportunity to appear before the Council to answer the allegations against him/her, and no member shall be expelled or suspended save by a resolution passed by at least two-thirds of the members of the Council present and voting at a meeting of the Council convened by a notice specifying the intention to consider whether such member ought to be expelled or suspended.

- 26.6 Any such opportunity to appear before the Council may be given at a meeting of the Council prior to that at which the expulsion or suspension is to be considered or at the same meeting, and the member may at his/her own expense appear by counsel or solicitor if he thinks fit.
- 26.7 Any former member of the Association whose membership has ceased for any cause may re-apply for membership and the Council may re-elect him/her to membership upon such conditions as to payment of arrears of subscriptions or any other money due to the Association or to any of its Divisions or other conditions as the Council may in its absolute discretion think fit.
- 26.8 When a member shall have been suspended indefinitely his/her suspension may be brought to an end by a Resolution of the Council passed at any time, and no special majority shall be requisite for this purpose but no such resolution shall be effective unless the intention to consider and, if thought fit, to pass such a resolution shall have been specified in the notice convening such meeting.
- 26.9 On the death of any member or on the termination of his/her membership for any cause or on the suspension of any member the Council may publish a notice thereof in any suitable paper or periodical.

27. Annual Subscription and Entitlements of Members

- 27.1 Every member shall pay to the Association the annual subscription relevant to his/her membership category of an amount fixed by the Council from time to time.
- 27.2 A member shall not be entitled to participate in any benefits provided by or through the Association during the period his/her subscription is in arrears.
- 27.3 A member shall not be entitled to receive any paper or periodical for the time being published or issued by the Association during the period his/her subscription is in arrears.

PART D ORGANISATION OF MEETINGS

28. Attendance and speaking at meetings

- 28.1 The Association shall in each calendar year hold an Annual General Meeting of the members 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 fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as may be determined by the Council. In default of an Annual General Meeting being so held it shall be held in the month next following and may be convened by any four members of the Association in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
- 28.2 All meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

28.3 The Council may wherever they think fit convene an Extraordinary General meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 303 of the Act.

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

29. Votes and the Right to Speak of Members

29.1 Subject as hereinafter provided every member shall have one vote which may be exercised either personally or by proxy. A person is able to exercise the right to speak at a meeting when that person is in a position to communicate to all those attending the meeting during the meeting any information or opinions which that person has on the business of the meeting.

29.2 A person is able to exercise the right to vote at a meeting when -

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

29.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

29.4 In determining attendance at a meeting it is immaterial whether any two or more members attending it are in the same place as each other.

29.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

29.6 Save as herein otherwise expressly provided no person other than a member (or other duly authorised and appointed representative of a member being a Corporation) duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his/her membership shall be entitled to be present or to vote on any question either personally or by proxy or as a proxy for another member at any meeting.

29.7 The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing of the appointer is a Corporation either under seal (if any) or under the hand of an officer or attorney duly authorized. A proxy must be a member of the Association.

29.8 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than forty-eight hours before the time appointed for the task of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29.9 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, provided that no notice of such determinations shall have been received at the Office of the Association or the place specified in the notice convening the meeting for the holder thereof before the commencement of the meeting or adjourned meeting at which the proxy is used.

29.10 An instrument appointing a proxy shall be in the following

form or as near thereto as circumstances admit or in any other form which the Directors may allow – viz:-

THE ICE CREAM ALLIANCE LIMITED

“I,”

“of”

“a member of THE ICE CREAM ALLIANCE LIMITED, and entitled to one vote, hereby appoint”

“of”

“and failing him [her],”

“of”

“to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the day of 20 and at any adjournment thereof”.

“Signed this day of 20.”

“This form is to be used in favour of/against* the resolution.”

“Unless otherwise instructed, the proxy will vote as he thinks fit.”

“Strike out whichever is not desired.”

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

29.12 Any Corporation which is an member of the Association shall by resolution of its Directors or other governing body appoint such individual as it thinks fit to act as its representative at any meeting of the Association shall notify the Association in writing of such appointment and the individual so appointed shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Association.

30. Voting: general

30.1 A resolution put to the vote of a meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

31. Errors and disputes

31.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

31.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

32 Poll votes

32.1 A poll on a resolution may be demanded:

(a) in advance of the general meeting where it is to be put to the vote, or



- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

32.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

32.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

32.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

33. Content of proxy notices

33.1 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 the 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 appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Association at its registered office not less than 5 days prior to the meeting or to the location of the meeting up to 48 hours prior to the designated time for the commencement of the meeting and in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

33.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

33.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

33.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

34. Delivery of proxy notices

34.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 Association by or on behalf of that person.

34.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

34.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

34.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

35 Amendments to resolutions

35.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

35.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

36. Quorum for Meetings and the Annual General Meeting

36.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum which shall be 10 members with voting rights.

37 Chairing Meetings and the Annual General Meeting

37.1 If the directors have appointed a chairman, the chairman shall chair all meetings if present and willing to do so.

37.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start -

- (a) the directors present, or
- (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

37.3 The person chairing a meeting in accordance with this Article is referred to as "the Chairman of the meeting".

38. Attendance and speaking by directors and non-members

38.1 Directors may attend and speak at all divisional meetings whether or not they are members of that division.

38.2 The Chairman of the meeting may permit other persons who are not members of the Association to attend and speak at any meeting.

39. Adjournment

39.1 If the persons attending a meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum or if during a meeting a quorum ceases to be present the Chairman of the meeting must adjourn it.

39.2 The Chairman of the meeting may adjourn a meeting at which a quorum is present if –

- (a) the meeting consents to an adjournment, or
- (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

39.3 The Chairman of the meeting must adjourn a meeting if directed to do so by the meeting.

39.4 When adjourning a meeting the Chairman of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

39.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) -

- (a) to the same persons to whom notice of the Association's meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

39.6 No business may be transacted at an adjourned meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

40. Service of Documents

40.1 Subject to the Articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association..

40.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

40.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. President of the Association

- 41.1 At the Annual General Meeting the members of the Association shall elect one of the members of the Council to be President of the Association and he/she shall hold that office until the next Annual General Meeting at which he/she shall be eligible for re-election. For the avoidance of doubt the President shall also be the Chairman of the Association. If elected at such next Annual General meeting he/she shall hold office until the next Annual General meeting ("the Second AGM") but he/she shall not be eligible for re-election at such Second AGM.
- 41.2 The same person may be elected President any number of times but save as provided by sub-Article 41.1 of this Article no person shall be eligible for re-election as President until the second Annual General Meeting following that at which his/her last tenure of office expired provided always that in any case where a person ceases to be President otherwise than at the Annual General Meeting, he/she shall not be eligible for re-election after the Presidency until the second Annual General Meeting following its determination.
- 41.3 Nothing in this clause contained shall render any person eligible for election or re-election as President who is not a member of the Council.
- 41.4 The President shall ipso facto vacate that office if he ceases to be a member of the Council under Part E Article [47] of these presents or if he/she ceases to be a member of the Council by virtue of the provisions of Part E Article [47]
- 41.5 If the office of President shall be vacated otherwise than by retirement or replacement at the Annual General Meeting the Council shall, unless in its opinion this course is unnecessary by reason of the imminence of the next Annual General meeting, convene an Extraordinary General Meeting to elect one of the members of the Council to be President of the Association until the next Annual General Meeting.
- 41.6 Any person elected President of the Association under this Article 41 hereof shall be eligible for re-election at the next Annual General Meeting.
- 41.7 Subject to sub-Article 41.4 hereof the President, howsoever elected shall at any Annual General meeting of his/her division occurring whilst he/she remains President he/she is deemed elected by such division to be the member or, if such division returns more than one member to the Council, then to be one of the members elected to the Council by that division for the period until the next Annual General meeting of that division.
- 41.8 The Council shall submit a nomination for the office of President to every Annual General meeting but the Members of the Association shall not be bound to elect the person nominated.

42. Courtesy Titles and Associate Members of the Association

- 42.1 Every person who has at any time vacated the office of President, otherwise than under sub-Article 41.4 hereof, shall if he/she so desires assume the courtesy title of Past President of the Association until he/she ceases to be a member of the Association and an immediate Past President whilst he/she remains a member of the Association shall be a member of the Council during the year following the termination of his/her office as President and in that capacity be entitled to attend and vote at Council meetings and be eligible for constituting a quorum at such meetings but save as herein provided by the Articles a Past President shall not merely by virtue of being a Past President possess any rights or duties or be a member of the Association or the Council.
- 42.2 The Council shall have the power to grant any member a courtesy title.

PART E THE NATIONAL EXECUTIVE COUNCIL

- 43.1 The affairs of the Association shall be governed by a National Executive Council ("the Council") which for



the avoidance of doubt shall be the board of directors and to be constituted as hereinafter provided by the regional division of the Association (as determined from time to time by the Committee in accordance with these Articles) ("Division"):-

- (a) Unless and until otherwise determined by the Association in General meeting no person shall be a member of the Council unless he is a Member of the Association and each are of the divisions formed as hereinafter provided and for the time being in existence shall be entitled to elect at least one such Member as a member of the Council.
- (b) Each division shall elect the member or members of the Council which such division is entitled to elect at the first Divisional Committee Meeting following the Divisional Annual General Meeting.
- (c) Every member of the Council so elected shall retire at the first Divisional Committee Meeting following the Annual General Meeting of the Division which elected him following his election, but shall be eligible for re-election.
- (d) If at any Divisional Committee Meeting at which an election of members of the Council for that Division ought to take place the places of the retiring members of the Council for that Division are not filled up the retiring members or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected unless the Association in General Meeting shall have otherwise determined in exercise of its powers.
- (e) When a Division nominates a new delegate to the Council as a director he/she will not take up this role until the first meeting of the NEC after the Annual Exhibition.
- (f) For the period during which any member of the Council shall hold the office of President of the Association, the Division to which he belongs shall be entitled to elect a member, as the case may be, of the Council over and above the number for the time being prescribed for that Division and the following provisions shall apply accordingly:-
 - (i) save as these presents otherwise expressly provide any member of the Council elected pursuant to this clause shall be a member thereof for all purposes.
 - (ii) such member shall be elected by the Divisional Committee;
 - (iii) any member of the Council elected pursuant to the provision of this clause shall retire at the first Divisional Committee Meeting of the Division concerned occurring (whilst such Division remains entitled to elect such a member of the Council under such Article) next after any Annual General Meeting of the Division but shall be eligible for re-election.
 - (iv) each Divisional Committee may elect one Deputy Council representative irrespective of the number of members which such Division shall for the time being entitled to elect to the Council.
 - (v) If and whenever any member of the Council gives notice to the C.E.O that such member will be unable to attend any meetings of the Council then the Deputy Council Representative elected by his Division shall be entitled to attend in the place of such member any meeting of the Council to which such notices relate and shall have at such meeting all the rights which such member would have had if present.

43.2 The Council shall consist of not less than four or more than thirty members elected as hereinafter provided:-

- (a) If and whenever any member of the Council shall die or cease to be a member thereof during his term of office it shall be lawful for the Divisional Committee of the Division by which he was elected or if there shall be no such Committee then for the members of that Division in General Meeting to elect another member to the Council in his stead.
- (b) Every member of the Council so elected shall retire or cease to be a member of the Council at the time when the person in whose place he is elected would have retired or ceased to be a member of the Council but shall be eligible for re-election to the Council if there remain any vacancy on the Council which his Division is entitled to fill.
- (c) Subject to the provisions of these Articles the Council may from time to time prescribe increase or reduce the

number of members of the Council to be elected by the Divisions and may prescribe that any one or more the Divisions shall be entitled to elect more members than another or others of the Division and may provide that there shall be ex-officio members of the Council and generally may vary the constitution of the council and the provisions as to the election retirement re-election and removal of the members thereof contained in this Part E Article 43 in any manner it may think fit.

- (d) The Association may by special resolution remove any member of the Council before the expiration of his/her period of office.
- (e) For the purpose of the Act the Directors of the Association shall be the members of the Council.

44. Qualification for Membership of the Council

44.1 No Person shall be elected a member of the Council or an officer in a Division unless he/she be a member of the Association or the duly authorised and appointed representative (the appointment of whom as such a representative has been duly notified in writing to the Association) of a Corporation which is a Member of the Association.

44.2 Every member of the Council shall ipso facto cease to be a member thereof if: -

- (a) by notice in writing to the Association, he/she resigns his/her office; or
- (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) he/she ceases to be a Member of the Association, or if his/her qualification for being a member of the Council being that he/she is an official of a Corporation or partnership firm which is a member, he/she ceases to be an official of such Corporation or partnership or firm or such Corporation or partnership or firm ceases to be a Member; or
- (d) he/she be removed by Special Resolution or the Association pursuant to Article []; or
- (e) he/she be requested in writing by all his/her co-members on the Council to resign; or
- (f) he/she ceases to be, or becomes prohibited by law from being a director of a company or
- (g) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months

44.3 Notwithstanding anything hereinbefore contained, if any member of the Council shall fail personally to attend on behalf of the meetings of the Council, duly convened during his/her term of office, he/she shall, upon the expiration thereof, not be eligible for re-election unless he/she shall show cause for his absences to the satisfaction of the Divisional Committee of his/her Division or, if there shall be no such Committee, then to the Council and the decision of such Committee or Council, as the case may be, as to the reasonableness or otherwise of any cause so shown shall be final and binding and they shall not be required to give any reasons for such decision.

45 Powers of the Council

45.1 The Council shall have power to control and administer all the affairs of the Association and shall exercise all rights, privileges and powers usually exercised by the directors of a company registered under the Act, and without prejudice to the generality of the foregoing the Council shall have power to engage or dismiss the CEO (who shall for the purposes of the Act be the Secretary of the Association) managers and staff, purchase, take on a lease or tenancy agreements, or hire rooms or buildings or any other property for the use of the Association, or sell, lease, mortgage, charge or otherwise deal with any property of the Association

and to enter into such agreements and make such payments or grants as may be necessary or desirable for any of such purposes. Without limitation, the Council shall have power to fix the annual subscription payable by all

classes of members from time to time and at any time.

45.2 The Council shall, from time to time, have power to make, vary and repeal bye-laws not inconsistent with any of the provisions of these presents for the regulation of the affairs of the Association, its officers and servants, or the affairs, officers or servants of any Division.

45.3 The Council may at any time and from time to time issue badges or certificates of membership to Members of the Association on such terms and conditions as it may think fit provided that unless the Council should direct otherwise at the time of issue such badges and certificates shall be deemed to be a gift from the Association.

45.4 The continuing members of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be reduced in number to less than four, it shall be lawful for them to act for the purpose of summoning a General meeting (or a Divisional or Branch General Meeting or a Divisional or Branch committee Meeting), but for no other purpose.

45.5 Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Council, shall be signed by at least two members of the Council and counter-signed by the CEO. The banking account of the Association shall be kept with such banker or bankers as the Council shall from time to time determine.

46. Proceedings of the Council

46.1 The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Except in the case of an immediate Past President as provided by these Article every Past President or Honorary Vice-President who is not elected to the Council by his Division shall have the right, subject to the consent of the Council, to attend its meetings, but any such Past President or Honorary Vice-President shall not by virtue only of being a Past-President or Honorary Vice-President be entitled to vote thereat nor shall he/she be counted in arriving at a quorum of the Council.

46.2 The President shall be Chairman at all meetings of the Council but the Council shall from time to time elect one of its members to be Deputy Chairman for any stated period and the person so elected shall act as Chairman of the Council in the absence of the President. If neither the President nor the Deputy Chairman is present at any meeting within half an hour of the time appointed for holding the same the members of the Council present may choose someone of their number to be Chairman of the meeting.

46.3 The quorum for a meeting of the Council shall be four members of the Council or their duly appointed alternates for the time being.

46.4 On the request of three members of the Council the CEO shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to a notice of the meeting.

46.5 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by law or under these presents for the time being vested in the Council generally.

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

46.7 The Council shall cause proper minutes to be duly recorded in writing by hard copies and resolutions passed at all meetings of the Association, Council and of committees of the Council, and all business transacted at such meetings, and any such minutes, if purporting to be signed by the Chairman of such meeting, or by the

Chairman of the next succeeding meeting, shall be evidence without any further proof of the facts therein stated.

46.8 Any member of the Council may by prior written notice to the Committee appoint a member of his Division committee to be his alternate to attend speak and vote in his stead at any meeting of the Committee.

47. Appointments of Committees

47.1 The Council may appoint committees to perform such duties as the Council may decide and may delegate any of its powers to any committee so appointed.

47.2 No person not being a Member of the Association shall be appointed to be or serve as a member of any committee appointed by the Council, but save as aforesaid the Council may determine the qualifications for membership of any committee so appointed and may appoint or authorise to be appointed as a member thereof any person notwithstanding he is not a member of the Council.

47.3 The Council shall decide the duties, terms of reference and powers of every such committee and may make or authorise to be made such regulations for the conduct of the affairs of any such committee not inconsistent with any of the provisions of these presents as the Council may think fit, and the Council shall have power when thought fit to demand reports and accounts from any such committee and to dissolve or discharge the personnel of any such committee as the Council may deem desirable.

48. Accounts Audit

48.1 The Council shall cause proper records of accounts to be kept with respect to: -

- (a) all sums of money received and expended by the Association in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Association; and
- (c) all assets and liabilities of the Association.

Proper records of accounts shall be deemed not to be kept if they do not give a true account so as to provide a true and fair view of the state of the Association's affairs and to explain its transactions.

48.2 The books of account shall be kept at the Office of the Association, or subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

48.3 Except as provided by law or authorised by the directors or by an ordinary resolution of the directors no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

48.4 At the Annual General meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last proceeding account made up to a date not more than eleven months before such other meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and if appropriate accountants of the Association and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Any Auditor's report (if required by law for the Association) shall be laid before the meeting as required by the Act. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

48.5 Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Council being treated as the Directors mentioned in the Act.

PART F DIVISIONAL STRUCTURE

49.1 The Members of the Association shall be arranged in groups known as Divisions according to that part of the country in which their businesses are situated.

49.2 The Council shall have power to regulate and determine all matters relating to Divisions and without prejudice to the generality of a foregoing it may:

- (a) create new Divisions whether by amalgamation or sub-division of existing Divisions or otherwise and dissolve existing Divisions;
- (b) determine and from time to time alter the names and boundaries of Divisions and branches of Divisions and the number thereof;
- (c) decide to which Division a member shall belong;
- (d) make and from time to time rescind or amend bye-laws regulating or relating to Divisions and Branches, their powers and functions, their finances, management and control, the procedures to be adopted by them, their relationship to each other and to the Council and all matters pertaining to them.

50. Divisional Committees

50.1 The affairs of each Division shall be managed by a Divisional Committee consisting of the Chairman, Vice Chairman and Secretary plus at least three other people.

50.2 The quorum for a meeting shall be half of the Committee membership – i.e. three members of the Divisional Committee. Voting arrangements at the Committee meetings shall be decided locally, as will suitability for membership of the Committee. The Division accepts votes only from paid-up members.

50.3 Officers of the Divisional Committee shall retire every year at the Divisional AGM and may offer themselves for re-election. It is recommended that the Chairman serves no longer than three years in order to encourage participation. This is sometimes not possible as it can be difficult to get people to take on the Chairmanship but it is only a recommendation.

51. Divisional Funds

51.1 Each Division shall manage its financial affairs but shall inform the Association Head Office if the bank/building society account bears the name "Ice Cream Alliance".

51.2 Notices for Divisional meetings should be given in writing at least 14 days before such meeting is scheduled. The AGM shall include the election of Chairman, Deputy Chairman, Treasurer and Secretary. Open Divisional meetings will include the election of the NEC Delegate and his/her Deputy.

51.3 Notices for Divisional Committee meetings accompanied by Minutes of the previous Divisional Meeting will be circulated to all paid-up Divisional members. Confidential/sensitive matters should only be referred to in a general manner.

51.4 The Secretary of the Division will receive remuneration for providing the Minutes when claimed on an ICA Divisional Administration/Expenses Request Form. A contribution towards the cost of room hire will be made when claimed to Head Office on an expense form with accompanying invoice.



PART G

DIRECTORS' INDEMNITY AND INSURANCE

52. Indemnity

52.1 Subject to paragraph (2), a relevant director of the Association or an associated company may be indemnified out of the company's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Association or an associated company.

52.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Association or an associated company.

53. Insurance

53.1 The directors shall decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

53.2 In this Article:

- (a) a "relevant director" means any director or former director of the Association or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated Association or any pension fund or employees' share scheme of the Association or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART H

ADMINISTRATIVE ARRANGEMENTS

54 Association seals

54.1 Any common seal may only be used by the authority of the directors.

54.2 The directors may decide by what means and in what form any common seal is to be used.

54.3 Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

54.4 For the purposes of this article, an authorised person is:

- (a) any director of the Association;
- (b) the Association Secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

55. Provision for employees on cessation of business

55.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

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.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM ARTHUR JAMES OSBORNE,
12, Primrose Croft, Hall Green, Birmingham 28; Caterer

ANTHONY FACCHINO,
Greenhill Lodge, Wylde Green, Warwickshire; Company Director

FRANCIS FREDERICK FARAGE,
St Mary's Street, Collyhurst, Manchester 9; Caterer

FRANK YORK JONES,
39, Tenbury Road, Kings Heath, Birmingham; Caterer

WILLIAM ERNEST LECKENBY,
"Wendover", 4 Green Dykes Lane, York; Company Director

LEONARD ROBERT MEARS FELTHAM,
44 Holders Hill Avenue, London, NW4 Research Chemist

FRANK WILKINSON,
41 Stockton Street, Manchester 16; Ice Cream Manufacturer

PETER KENNETH MACKENZIE,
254, Perth Road, Ilford, Essex; Company Secretary

PERCEY JOHN KIRKMAN,
104/107 Queen Street, Sheffield; Certified Accountant

Dated this 12 day of January 1944

Witness to the above signatures:

LILIAN JONES
13, Walker Street



Blackley
Manchester 9

Secretary

