

THE COMPANIES ACT 1862 TO 1985

COMPANY LIMITED BY GUARANTEE

and not having a Share Capital

Memorandum
AND
Articles of Association
OF
THE NATIONAL FEDERATION
OF
MEAT AND FOOD TRADERS

Registered Office: 1 BELGROVE, TUNBRIDGE WELLS, KENT

THE COMPANIES ACTS 1862 TO 1985
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**Memorandum
of
Association
OF
THE NATIONAL FEDERATION
OF MEAT AND FOOD TRADERS**

(Name changed by special resolution on 18th September 1994.)

1. The name of the Company is "THE NATIONAL FEDERATION OF MEAT AND FOOD TRADERS" and the Company is hereinafter referred to as "The Federation".
2. The Registered Office of the Federation will be situated in England.
3. (New objects adopted by special resolution on 18th September 1994.)
- 3.1 The objects for which the Federation is established are:
 - i. to promote commerce and in particular in relation to all food traders and manufacturers including traders in meat poultry game fish provisions fruit and vegetables and manufacturing and processing of meat poultry game fish provisions fruit and vegetables.
 - ii. to promote and protect the trade of all food traders and to offer assistance and services in such manner and to such extent as the Council may think fit to such traders.
 - iii. to provide for the formation and exchange of views on all questions connected with the conduct of food traders and to represent express and give effect to the opinions of food traders and manufacturers on commercial and mercantile matters of all kinds.
 - iv. to support promote or oppose Bills in Parliament and Directives and Regulations of the European Union or other measures affecting such traders or manufacturers.
 - v. to undertake and arrange for settlement by arbitration of trade disputes.
 - vi. to enter into agreements with other trade associations and other bodies for the advancement of trade and manufacture and for the protection of traders and manufacturers.
 - vii. to subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the Federation and to encourage and support any society association or movement for improvement of commercial law.
- 3.2 In furtherance of the Principal Objects but not otherwise, the Federation shall have power:-
 - 3.2.1 to purchase, take on lease or exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
 - 3.2.2 to construct, maintain and alter any houses, buildings, or installations;
 - 3.2.3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the Principal Objects;
 - 3.2.4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Federation;

- 3.2.5 to print and publish any newspapers, periodicals, books, leaflets;
- 3.2.6 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Federation;
- 3.2.7 to borrow and raise money and secure its repayment in any manner;
- 3.2.8 to invest the funds of the Federation in or upon such investments, securities or property as may be thought fit;
- 3.2.9 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
- 3.2.10 to subscribe to any local or other charities, and to grant donations for any public purpose;
- 3.2.11 to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the Principal Objects;
- 3.2.12 to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Federation;
- 3.2.13 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Federation is authorised to amalgamate;
- 3.2.14 to transfer all or any part of the property assets, liabilities and engagements of the Federation to any body with which the Federation is authorised to amalgamate;
- 3.2.15 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Principal Objects.

4. The income and property of the Federation, whensoever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum and Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Federation. PROVIDED that subject to the provisions hereinafter contained nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Federation or to any member thereof or other person in return for any services actually rendered to the Federation.

5. The fourth paragraph of this Memorandum is a condition on which a Licence is granted by the Board of Trade to the Federation in pursuance of Section 23 of the Companies Act, 1867.

6. If any member of the Federation pays or receives any dividend, bonus or other profit, in contravention of the fourth paragraph of this Memorandum, his liability shall be unlimited. Further, no member of the Executive Committee or other the governing body of the Federation shall be entitled to or paid any remuneration for his services as such member or in respect of his services in any other office or place he may hold in the Federation, but he shall be entitled to repayment of all out-of-pocket expenses incurred by him as such member or otherwise in the service of the Federation, and to the repayment with interest of any money lent by him to the Federation, and the liability of any member of such Committee or governing body who pays or receives money in contravention of this provision shall be unlimited. PROVIDED always that no such provision shall apply to any payment to any Railway, Tramway, Gas, Electric Lighting, Water, Cable, Telephone, of which a member of the Executive or other governing body aforesaid may be a member, or any other Company in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

7. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Federation contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustments of the rights of the Contributor amongst themselves, such amount as maybe required not exceeding £1, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Federation 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 Federation, but if and so far as effect can be given to the next provision, shall be given or transferred to some

other Company, Institution, or Institutions having objects similar to the objects of the Federation, to be determined by the members of the Federation at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object or objects.

9. True accounts shall be kept of the sums of money received and expended by the Federation, and the matter in respect of which such receipts and expenditure takes place, and of the property, credits and liability of the Federation; and subject to any reasonable restriction as to time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Federation, shall be open to the inspection of the members. Once at least in every year the accounts of the Federation shall be examined, and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

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	Occupation	Address
WILLIAM COGGAN	Butcher	Clarendon House, Norwood Road, London, S.E.
WILLIAM RAMSDEN	Cattle Salesman	Rose Lea, Stoneycroft, Liverpool.
JOHN ROBINSON SMITH	Butcher	12 Springfield Terrace, Nippet Lane, Leeds.
WILLIAM CHAPMAN	Butcher	498 Rochdale Road, Manchester.
THOMAS MYERS	Butcher	27 Shole Broke Avenue, Leeds.
MARRIOTT MORLEY	Hide and Skin Broker	22 John Street, Hull.
JOHN B. BUER	Butcher	82 Fetter Lane, City.
FREDERICK REDMAN	Butcher	146 Borough High Street, London, S.E.
WILLIAM REID	Meat Salesman	160 Central Meat Market, London.
JOHN LINDSEY	Butcher	107 High Street, Putney, S.W.

DATED the 22nd day of August, 1900.

WITNESS to all the above Signatures,

WALTER CORNISH,

Clerk to W. T. RICKETTS & SON,
Solicitors, London.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
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Articles of Association
OF
THE NATIONAL FEDERATION
OF MEAT AND FOOD TRADERS

(New Articles of Association adopted by special resolution on 18th September 1994)

INTERPRETATION

1. In these Articles;

'The Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force.

'The Federation' shall mean the above named The National Federation of Meat and Food Traders.

'The Seal' means the Seal of the Federation. The words 'Council', 'President', 'President-Elect', 'Immediate Past President', 'Hon. Treasurer' and 'Secretary', shall mean respectively the Executive Council, the President, the President-Elect, Immediate Past President, the Hon. Treasurer and the Secretary for the time being of the Federation.

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

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

2. The Federation is established for the purposes expressed in the Memorandum.

MEMBERS

3. The members of the Federation shall be the persons or companies from time to time admitted to membership by the Council.

4. For the purpose of registration the number of members was declared not to exceed 500 but is now registered as 50,000 and the Council may, whenever they think fit, register an increase in members.

5. The Federation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the Notice calling it: not more than 15 months shall elapse between the date of one Annual General Meeting of the Federation and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All other general meetings shall be deemed Extraordinary General Meetings.

6. Members shall be informed (whether by notice in the official journal or newsletter of the Federation or in some other manner) of the dates of forthcoming General Meetings not less than three months before the date of each such meeting, except in the case of Extraordinary General Meetings when members shall be so informed not less than one month before the date of such Extraordinary General Meeting. Resolutions for consideration at an Annual General Meeting may be proposed not less than 46 days before the day appointed for the meeting:

(a) by the Council

(b) by any group of not less than ten individual members (including company members).

The Federation shall publish in its official journal or some other magazine or circular despatched to members

the resolutions to be discussed at an Annual General Meeting not less than 21 days before the date thereof and the resolution to be discussed at an Extraordinary General Meeting not less than 28 days before the date thereof to enable them to be considered before the meeting is held.

7. Extraordinary General Meetings of the Federation shall be called by the Council or on the requisition of any 200 members and a notice convening each such meeting shall state the general nature of the business for which the meeting is to be held.

8. At least three months' notice of any Annual General Meeting (except an adjourned meeting) and at least one months' notice of an Extraordinary General Meeting (other than an adjourned meeting) specifying the place, day and hour of meeting, and in the case of special business the general nature of such business, shall be given to the members in the manner hereinbefore mentioned, but the non-receipt of such notice by any member shall not invalidate the proceedings of any meeting. PROVIDED that a meeting of the Federation shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

PROCEEDINGS AT GENERAL MEETINGS

9. All business at an Extraordinary General Meeting and all business at an Annual General Meeting, except the consideration and passing of the accounts and of the ordinary report of the Council, and the election of Officers, and the appointment of the auditors and any other business which ought to be transacted at an Annual General Meeting, shall be deemed special business.

10. No business shall be transacted at any General Meeting, except the choice of the Chairman unless there be present at the commencement of the business, not less than 40 members entitled to vote.

11. If within 30 minutes from the time appointed for any meeting 40 members be not present, the meeting if convened on a requisition of members shall be dissolved; in any other case it shall stand adjourned until such day and such time and place as the members present shall appoint, and in default to the same day in the next week at the same time and place.

12. The Chairman shall, upon a resolution of the meeting, adjourn the meeting from time to time and from place to place, and at any adjourned meeting the business of the meeting shall be transacted, whatever the number of members present, but no business shall be transacted at an adjourned meeting, except the business left unfinished at the meeting from which the adjournment took place.

13. The President shall preside as Chairman at every meeting, and if he be not present the members present may elect one of their number to be Chairman of such meeting.

14. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands by every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative not himself a member entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or at least five members present and entitled to vote, or by a member or members present and entitled to vote and representing one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Federation shall be conclusive evidence of the fact without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

15. No poll shall be allowed on the question of adjournment of a meeting or appointment of a Chairman.

16. If a poll is demanded as aforesaid, the same shall be taken in such manner as the Chairman shall direct; and he shall have power to adjourn the meeting for any time not exceeding seven days for the purpose of taking

keeping and rendering to the Council a proper account thereof, and reporting the names of the members whose subscriptions are in arrear.

26. The members of the Council and Secretary shall be indemnified by the Federation from all losses and expenses incurred by them in or about the discharge of their duties, except from such losses and expenses as occur from their wilful act, neglect, or default: but this Article shall only have effect subject to the provisions of Section 310 of the Act.

27. The Council for the time being may, notwithstanding any vacancy or vacancies in their body, exercise all the powers and perform all the duties hereby conferred or imposed upon the Council.

PROCEEDINGS OF THE COUNCIL

28. The Council may meet, adjourn or otherwise regulate its meetings as it shall deem proper, and may from time to time determine the quorum necessary for the transaction of the business thereof, and all powers and discretions hereby conferred upon the Council may be exercised by the members of the Council (being a quorum) present at any meeting of the Council. Until otherwise determined by the Council the quorum aforesaid shall consist of seven persons. The President shall be the chairman at meetings of the Council but in his absence the members of the Council present at a meeting may elect one of their number to act as Chairman.

29. Questions arising at any meeting of the Council shall be decided by a majority of votes. Each member of the Council present shall have one vote, and in case of an equality of votes, the Chairman shall have a casting vote in addition to his original vote.

30. Any seven members of the Council may summon or require the Secretary to summon a meeting of the Council.

31. The Council may delegate any of its powers to a Committee or Committees consisting of one or more members thereof and such other members of the Federation as the Council may agree. Any such Committee shall in exercise of the powers so delegated conform to any regulations imposed upon it by the Council.

32. Any such Committee may meet and adjourn as it may think proper, and the members thereof present at a meeting of such Committee shall elect one of their number to be Chairman of such meeting. Questions at a meeting of a Committee shall be determined by a majority of votes of the members present, each of whom shall have one vote, and in case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to his original vote.

33. All acts done by the Council or by any such Committee as aforesaid, or by any person or persons acting as a member or members thereof respectively, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Council or Committee, or any person or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council or Sub-Committee.

34. The Council shall cause Minutes to be made in books provided for the purpose of the names of the members present at each meeting of the Council or of any Committee, and of all the resolutions and proceedings of such meetings respectively, and such Minutes if signed by a person purporting to be the Chairman of such meetings respectively, shall be sufficient evidence (without further proof of the facts therein stated) of the regularity and validity of the proceedings therein recorded.

THE SECRETARY

35. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such condition as the Council may think fit; and any Secretary so appointed may be removed by the Council. The Secretary shall keep the necessary minutes books and other books of the Federation, conduct correspondence, and carry out all the arrangements as may be determined on by the Federation or the Council, and under the direction of the Council convene meetings and generally transact the business of the Federation.

THE SEAL

36. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a Committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

37. The Council shall cause proper books of account to be kept in respect of:

- (a) All sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place; and
- (b) All sales and purchases of goods by the Federation; and
- (c) The assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Federation's affairs and to explain its transactions.

38. The books of account shall be kept at the registered office of the Federation or, subject to Section 227 of the Act, at such place or places as the Council think fit, and shall always be open to the inspection of the Council.

39. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Federation in General Meeting such annual accounts and balance sheets as are referred to in the Act.

40. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in general meeting, together with a copy of the Auditor's report shall not less than 21 days before the date of the meeting be sent to every member of the Federation.

AUDIT

41. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

42. Notice of any General Meeting may be served either by notification thereof in the official journal of the Federation or any other journal normally circularised to all members or personally or by sending by post a letter to the member to his registered address. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing pre-paying and posting the letter or journal containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter or journal containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. The inadvertent failure to send notice or to send a copy of the official journal of the Federation to any member shall not invalidate any meeting.

43. Notice of every General Meeting shall be given in the manner hereinbefore authorised to the Auditor for the time being of the Federation.

DISSOLUTION

44. Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.

RULES

45.1 The Council may from time to time make such rules it may deem necessary or convenient for the proper conduct and management of the Federation and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules regulate:

45.1.1 the admission and classification of members of the Federation and the rights and privileges of such members, and the conditions of membership, and the terms on which members may resign or have their membership terminated and the entrance fees, subscription and other fees or payments to be made by members

45.1.2 the conduct of members of the Federation in relation to one another, and to the Federation's employees;

45.1.3 the procedure at general meetings and meetings of the Council and sub-committees in so far as such procedure is not regulated by these articles; and

45.1.4 the election and appointment of officers and of the Executive Council

45.1.5 generally all such matters as are commonly the subject matter of the Federation rules.

45.2 The Federation in general meeting shall have power to alter or repeal the rules or to make additions to them.

45.3 The Council shall adopt such means as it deems sufficient to bring to the notice of members of the Federation all such rules which so long as they shall be in force, shall be binding on all members of the Federation provided nevertheless that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Federation.