

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of

THE INDUSTRY COUNCIL FOR PACKAGING
AND THE ENVIRONMENT

(Incorporated the 25th day of April 1990)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
the Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force;
these Articles	These Articles of Association, and the regulations of Incpen from time to time in force;
Incpen	The above-named Company;
the Committee	The Committee of Management of Incpen constituted as hereinafter provided;
Member	Member of Incpen (being an incorporated body);
Associate	Associate member of Incpen;
the Seal	The common seal of Incpen;
the United Kingdom	Great Britain and Northern Ireland;
month	A calendar month;
in writing	Written, printed or lithographed, or partly one and partly another, telex, telefacsimile and other modes of representing or producing words in a visible form;
clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect

And 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; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings as these Articles.

2. Incpen is established for the purposes expressed in the Memorandum of Association.
3. The number of members of Incpen with which Incpen proposes to be registered is unlimited.
 - 3.1. There shall be the following classes of members of Incpen:-
 - 3.1.1. Members; and
 - 3.1.2. Associates; and
 - 3.1.3. such other classes of members as the Committee may from time to time establish which shall have respectively such obligations (as to annual or other subscriptions and otherwise) and such rights as these Articles and the stipulations of the Committee for the time being provide.
 - 3.2. Associates shall not have a right to vote and General Meetings of Incpen.
 - 3.3. The Committee may admit into membership of Incpen such individuals, partnerships, unincorporated associations, corporations and other organisations as the Committee in its absolute discretion thinks fit save that the signatories to the Memorandum of Association and these Articles shall be members of Incpen and every member of the unincorporated called The Industry Council for Packaging and the Environment shall be entitled to become a member of Incpen provided always that only incorporated bodies may be admitted by the Committee into membership as Members. Appointment may be general or limited for the purpose of attending a specified meeting.
4. Any member of Incpen may by notice in writing given to the Secretary at least six months before the expiry of the calendar year retire from membership but shall remain liable to pay any subscription or other sum due from him in respect of the calendar year of Incpen current at the date of receipt of such notice and where a member gives notice falling short of the required period of notice he shall be liable to pay the subscription for the following calendar year as if it were a debt due.
5. The rights and obligations of any member of Incpen are not capable of disposition or transmission.
6.
 - 6.1. A member of Incpen who neglects or refuses to pay any subscription that may become payable as hereinbefore provided may be served with notice by the Committee expressly requiring payment thereof within a period of not less than one month as the Committee or the duly appointed Executive committee may prescribe and such member of Incpen shall forthwith cease to be a member on the expiration of such notice if payment has not been made.
 - 6.2. A member of Incpen who neglects or refuses to pay any subscription (annual or otherwise) within six months of it falling due may be suspended from membership by the Committee and reinstatement of membership will be subject to payment of all subscriptions due and at the discretion of the Committee..
7. The Committee may in its absolute discretion refuse to renew the membership of any member of Incpen.

GENERAL MEETINGS

8. Incpen shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as Incpen holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Committee may whenever it thinks 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 requisitionists, as provided by section 368 of the Act.
11. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditor) as are under these Articles or under the Act entitled to receive such notices from Incpen; but with the consent of all Members of Incpen having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of such meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditor, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditor.
14. No business shall be transacted at any General Meeting unless a quorum of members entitled to vote is present when the meeting proceeds to business. Save as herein otherwise provided three Members entitled to vote and present in person or by their representatives shall be a quorum at an Annual General Meeting.
15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine. If at any adjourned meeting a quorum is not present within half an hour from the time appointed for a meeting the Members present and entitled to vote shall be a quorum.
16. The chairman appointed by the Committee shall preside as chairman (or Hon President if present and the meeting so wishes) at every General Meeting, but if there be no such chairman,

or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, Members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of Incpen who shall be present to preside.

17. The chairman may, with the consent of any meeting at which a quorum of Members entitled to vote is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least two Members present in person or by proxy, and unless a poll be so demanded a declaration by the chairman of a meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of Incpen shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
19. Subject to the provisions of Article 20, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such a manner, as the chairman of the meeting shall direct, save that a poll demanded on the election of a chairman or the adjournment of a meeting shall be taken forthwith and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
21. In the case of equality of votes, whether a show of hands or on a poll, the chairman of the meeting shall be entitled to a second casting vote.
22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
23. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every member shall have one vote.
25. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to Incpen in respect of its membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

26. No objection shall be raised to the qualification to vote of any voting Member except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
27. Votes may be given on a poll either personally or by proxy. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy must be a Member.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or its duly authorised representative or his attorney duly authorised in writing.
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified or office copy thereof) shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“The Industry Council for Packaging and the Environment (“Incpen”)

“I/We. _____ ,

“of

“being a member/members of Incpen,

“hereby appoint _____ ,

“of _____ ,

“and failing him, _____ ,

“of

“as my/our proxy to vote for me/us on my/our behalf at the Annual/Extraordinary General Meeting of the Association to be held on _____ 19 _____ , and at any adjournment thereof.

“Signed on _____ 19 _____ .”

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

COMMITTEE OF MANGEMENT

- 32.
- 32.1. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than three nor more than twelve elected members of Incpen, plus three appointed Officers of Incpen, plus any co-opted person.
- 32.2. In proposing members for election to the Committee and thereafter in electing the members to serve on the Committee members shall pay due regard to the desirability of maintaining a reasonable balance between the different interests of the overall membership of Incpen in the constitution of the Committee. If it shall transpire that at any particular time the Committee does not adequately reflect such different interests then the Committee shall consider whether or not it would be desirable to invite a Member or Members to seve on the Committee as a co-opted member of the Committee in order to redress, the imbalance.
- 33.
- 33.1. The first members of the Committee shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
- 33.2. The members of the Committee shall be deemed to be the directors of Incpen.
34. The Committee may from time to time and at any time appoint any member of Incpen as a member of the Committee either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 35.
- 35.1. No person who is not a member of Incpen save as otherwise provided shall in any circumstances be eligible to hold office as a member of the Committee.
- 35.2. The Committee may at any time and from time to time in its discretion co-opt not more than three persons (who need not be members of Incpen) to be additional members of the Committee.
- 35.3. Incpen shall have as Officers a Chairman, a Secretary and a Treasurer who shall each be appointed by the Committee for the time being and who shall each hold office in accordance with their respective appointments, and who shall, ex-officio, be members of the Committee.
- 35.4. The Committee many from time to time appoint a person to act in an honorary capacity as president of Incpen, and it may also appoint a person or persons to other such honorary positions. Other than reimbursement if expenses bona fide incurred in attendance at functions at the behest of Incpen, such persons shall be entitled to no remuneration, nor shall they be members of the Committee nor shall they (in such capacities) be entitled to be Members or Associates.
36. The business of Incpen shall be managed by the Committee who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of Incpen as the Committee thinks fit, and may exercise all such powers of Incpen, and do on behalf of Incpen, all such acts as may be exercised and done by these Articles, and as are not by the Act or by these Articles required to be exercised or done by Incpen in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Incpen in General Meeting; but no regulation made by Incpen in General Meeting

shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

37. The members for the time being of the Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of Incpen, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DELEGATION OF THE POWERS OF THE COMMITTEE

38. The Committee may delegate any of their powers to committees (and, in particular, an Executive Committee) consisting of such member or members of the Committee as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. All acts and proceedings of such committees shall be reported as soon as possible to the Committee.
39. The Committee may, by power of attorney or otherwise, appoint any person to be the agent of Incpen for such purposes and on such conditions and at such reasonable remuneration as they determine.

ELECTION OF MEMBERS OF THE COMMITTEE

40. At the first, and thereafter at each, Annual General Meeting all the elected members of the Committee (and any co-opted members) shall retire from office but shall be eligible for re-election.
41. Incpen may from time to time in General Meeting increase or reduce the number of members of the Committee.
42. The office of a member of the Committee shall be vacated if he:-
- 42.1. becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 42.2. becomes of unsound mind;
 - 42.3. ceases to be a member of Incpen;
 - 42.4. by notice in writing to Incpen resigns his office;
 - 42.5. ceases to hold office by virtue of any provision of the Act or, whether under the Company Directors Disqualification Act 1986 or otherwise, he becomes prohibited by law from being a director of a Company;
 - 42.6. shall for more than six consecutive months have been absent without permission of the Committee from meetings of the Committee held during that period and the Committee resolve that his office be vacated.

43. In addition and without prejudice to the provisions of section 303 of the Act, Incpen may by Extraordinary Resolution remove any member of the Committee before the expiration of his

period of office, and may by an Ordinary Resolution appoint another qualified member in his stead.

EXPENSES OF COMMITTEE MEMBERS

44. Committee members may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meeting of the Committee or committees thereof or General Meetings or separate meetings of any class or members of Incpen or otherwise in connection with the discharge of their duties.

APPOINTMENTS AND INTERESTS OF COMMITTEE MEMBERS

45. Subject to the provisions of the Act and the Memorandum of Association, the Committee may appoint one or more of their number to the office of Chairman, Secretary or Treasurer or to any other executive office of Incpen and may enter into an agreement or arrangement with any Committee member for his employment by Incpen or for the provision by him of any services outside the scope of the ordinary duties of a Committee member. Any appointment of a Committee member to an executive office shall terminate if he ceases to be a Committee member but without prejudice to any claim to damages for breach of the contract of service between the Committee member and Incpen.
46. Subject to the provisions of the Act and the Memorandum of Association, and provided that he has disclosed to the Committee the nature and extent of any material interest of his, a Committee member notwithstanding his office:-
- 46.1. may be a party to, or otherwise interested in, any transaction or arrangement with Incpen or in which Incpen is otherwise interested;
- 46.2. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by Incpen or in which Incpen is otherwise interested; and
- 46.3. shall not, by reason of his office, be accountable to Incpen for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

47. For the purpose of regulation 46:

- 47.1. a general notice given to the Committee that a Committee member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Committee member has an interest in any such transaction of the nature and extent so specified; and
- 47.2. an interest of which a Committee member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF THE COMMITTEE

48. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

49. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
50. The Committee shall from time to time elect a Chairman who shall be entitled to preside at all the meetings of the Committee at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.
51. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of Incpen for the time being vested in the Committee generally.
52. All acts bona fide done by any meeting of the Committee or of any committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a member of the Committee.
53. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of Incpen and of the Committee and of committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
54. A resolution in writing signed by all the Committee members for the time being entitled to receive notice of a meeting of the Committee or of a committee of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a committee of the Committee duly convened and held and may consist of several documents in like form (including telex and telefacsimile) each signed by one or more Committee member.
55. Save as otherwise provided by these Articles, a Committee member shall not vote at a meeting of the Committee or of a committee of the Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of Incpen unless his interest or duty arises only because the case falls within one or more of the following two paragraphs:-
- 55.1. the resolution relates to the giving to his of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of Incpen or any of its subsidiaries;
- 55.2. the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of Incpen or any of its subsidiaries for which the Committee member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Committee member shall be treated as an interest of the Committee member.

56. A Committee member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
57. Where proposals are under consideration concerning the appointment of two or more Committee members to offices or employment with Incpen or any body corporate in which Incpen is interested, the proposals may be divided and considered in relation to each Committee member separately and (provided he is not for another reason precluded from voting) each of the Committee members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
58. If a question arises at a meeting of the Committee or a committee of the Committee as to the right of a Committee member to vote, the question may before the conclusion of the meeting be referred to the Chairman of the meeting and his ruling in relation to any Committee member other than himself shall be final and conclusive.

SECRETARY

59. Subject to the provisions of the Act the Secretary shall be appointed by the Committee for such time at such remuneration and upon such conditions as the Committee may think fit, and any Secretary so appointed may be removed by it. The provisions of sections 283 and 284 of the Act shall apply and be observed, The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary of there be no Secretary or no Secretary capable of acting.

THE SEAL

60. The Seal of Incpen shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two members of the Committee and the said members shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with Incpen such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

61. The Committee shall cause accounting records to be kept in accordance with the requirements of the Act.
62. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Committee shall think fit.
63. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of Incpen or any of them shall be open to the inspection of Members not being officers of Incpen, and no Member (not being an officer) shall (as such) have any right of inspecting any accounting records or other book or document of Incpen except as conferred by statute or authorised by the Committee or by Incpen in General Meeting.

64. At the Annual General Meeting in every year the Committee shall in accordance with the provisions of the Act lay before Incpen an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first such account) since the incorporation of Incpen 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 Committee and the Auditor, 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 or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditor and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

65. In accordance with the provisions of the Act, once at least in every year the accounts of Incpen shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditor.

66. Auditor shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

67. A notice may be served by Incpen upon any member, either personally or by sending it by telex or telefacsimile or through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

68. Any member of Incpen described in the register of members by an address not within the United Kingdom, who shall from time to time give Incpen an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from Incpen.

69. Any notice, if served by telex or telefacsimile, shall be deemed to have been served on the day on which it is sent, and, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

70. If upon the winding up or dissolution of Incpen 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 Incpen, but shall be transferred either to some other institution (whether or not a member of Incpen) having objects similar to the objects of Incpen, or to some institution (whether or not a member of Incpen) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of Incpen at or before the time of dissolution.

NAME AND ADDRESSES OF SUBSCRIBERS

Victor Hugo Watson
Moat Field
Mwor Lane
East Keswick
Leeds LS17 9ET

For and on behalf of
John Waddington Plc
40 Wakefield Road
Leeds
LS10 3TP

Director

Peter Arnold Stokes
14 Bovington Heights
Marlow
Bucks SL7 2JS

For and on behalf of
Beverage Services Limited
Pemberton House
Wrights Lane
London W8

Director of External Affairs
Coca-Cola Northwest Europe

Gerald Kilvington Townshend
Beech House
Weston-Super-Mare
BS23 2RJ

For and on behalf of
Lawson Mardon Group UK Limited
6 Hill Street
London W1X 7FU

Manager

DATED this 21st day of December 1989

WITNESS to V.H. Watson's signature:

Name: Mrs S A Shaw
Address: East Farm, Huddersfield, Shelley, W. Yorkshire
Occupation: Secretary

WITNESS to G.K. Townshend's signature:

Name: Edwina J Bryant
Address: 75 Ravenhill Road, Bristol BS3 5BS
Occupation: Secretary/P.A.

WITNESS to P.A. Stokes signature:

Name: Susan D, Gregson
Address:
Occupation: Barrister