

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

THE GARDEN INDUSTRY MANUFACTURERS' ASSOCIATION (1999) LIMITED

INTERPRETATION

1. In these Articles :-

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“the Articles” means the Articles of Association and the rules of the Association from time to time in force.

“the Association” means the above-named Company.

“the Council” means the Council of Management for the time being of the Association.

“the President” and “Vice-President” of the Council are the “President” and “Vice-President” respectively for the time being of the Association.

“Clear Days” in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“Executed” includes any mode of execution.

“Office” means the registered office of the Association.

“the Seal” means the Common Seal of the Association.

“Secretary” means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

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

MEMBERS

3. The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association. No person shall be admitted a member of the Association unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require.
4. The following shall be eligible for membership of the Association:-
 - (a) Ordinary Members: Persons, Companies, or trade bodies domiciled or registered within the European Union which are, in the opinion of the Council, mainly engaged in supplying the retailers and wholesalers of the garden and outdoor leisure product markets in the United Kingdom.
 - (b) Associate Members : Persons, Companies, or trade bodies who in the opinion of the Council are engaged in the manufacture and supply of parts or accessories for incorporation in leisure garden products, or the supply of financial consultancy, promotional, publishing, public relations, design, marketing or other services to ordinary members of the Association.

Unless otherwise stated the words “member” or “members” in these Articles shall not include Associate members.

- (c) The Secretary shall keep a Register of Members containing the names of all the members of the Association and where appropriate details of their authorised representative or representatives. The interests and rights of all members appearing on the Register of Members are personal only and shall not be transferable or transmissible on death or liquidation.

5. Membership of the Association shall be for a period of one year and shall be subject to annual renewal at the discretion of the Council.

SUBSCRIPTIONS

6. The annual subscription payable by Members towards the expenses of the Association shall be based on such method of assessment as the Council may from time-to-time prescribe and shall be determined each year by the Council on a decision made by two-thirds of the members of the Council present and eligible to vote. Subscriptions shall become due at the commencement of each financial year of the Association or at the date of entry in the first year of membership.

TERMINATION OF MEMBERSHIP

7. The privileges of Membership and shall cease :-
 - (A) If the Member gives the Secretary at least one month notice in writing of his intention to withdraw from Membership of the Association; or
 - (B) If Membership be not renewed by the Council under Article 5;

And Membership, shall be forfeit:

- (D) On the Member ceasing to be qualified as herein before provided; or
- (E) If the Member, being an individual, becomes bankrupt or insolvent.
- (F) In the case of a limited company, on the liquidation of the company (not being voluntary liquidation of such company for the purpose of reconstruction or amalgamation). or
- (G) On the failure of the Member in any year to pay his annual subscription on or before the first day of July in that year.

COUNCIL OF MANAGEMENT

8. Until otherwise determined by the General Meeting, the number of members constituting the Council shall not be less than five or more than twelve and shall include the appointed President and Vice-President for the time being of the Association. Members co-opted to membership of the Council under Article 15 are not included in the formal constitution of the Council.

POWERS OF THE COUNCIL

9. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Association shall be managed by the Council who may exercise all the powers of the Association . No alterations of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by these Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council.
10. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
11. All cheques and negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time determine.

DELEGATION OF THE POWERS OF THE COUNCIL

12. The Council may delegate any of their powers to any committee consisting of three or more members of the Council and such other co-opted persons as the Council may determine, provided that the majority of the members of such committees shall be members of the Council and that all acts and proceedings of such Committees shall be reported back to the Council as soon as possible and provided further that no expenditure shall be incurred by any such committee except in accordance with a budget previously agreed by the Council. Any such delegation may be made subject to any conditions the Council may impose, and be exercised either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these articles regulating the proceedings of the Council so far as they are capable of applying.

APPOINTMENT AND RETIRMENT OF OFFICERS AND MEMBERS OF COUNCIL

13. The President and Vice President shall be elected at the Annual General Meeting each year but the President shall not hold office for more than three years consecutively. The Council shall nominate candidates for the offices of President and Vice-President for the consideration and approval of the Members at each Annual General Meeting.
 - (a) At each Annual General Meeting one third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third shall retire from office.
 - (b) The members of the Council to retire shall be those who have been longest in office since their last election appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last

election or appointment. A retiring member of the Council shall be eligible for re-election.

- (c) The names of retiring members of the Council shall be notified to the Members of the Association not less than two months before the Annual General Meeting.
- (d) A corporate or partnership member may nominate one representative only for election to the Council.
- (e) The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member have been put to a meeting and lost.

* (f) No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within twenty-eight days before the day appointed for the Meeting there shall have been given to the Secretary notice on an official Nomination Paper, by a member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

(g) If there are not more candidates nominated to the Council than there are vacancies, those nominated shall be declared by the President of the meeting to have been duly elected and the remaining vacancies shall be filled by the Council at their first meeting after the Annual General Meeting from amongst the Members of the Association and duly authorised representatives of Members of the Association without previous nomination.

* (h) If there are more candidates for appointment to the Council and as Association Officers duly proposed [and seconded] (and they are not otherwise ineligible) than there are vacancies to be filled, then at least twenty-one days before the Annual General Meeting at which the election of members of the Council and the Officers is to take place a voting paper prepared in accordance with the form approved by the Council shall be sent to every Member of the Association in the manner laid down in these Articles for the despatch of Notices and every voting paper to be included in the count shall be duly signed as provided by the Council under these Articles and returned to the office of the Association or handed to the President at the meeting. The voting papers shall be counted by a past President of the Association and the Secretary of the Association.

14. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced

number all go out of office, and may make the appointments necessary for effecting any such increase.

15. The members of the Council shall have power from time to time and at any time to appoint up to two other persons to be members (co-opted members) of the Council but no such appointment shall be effective unless two thirds of the members of the Council in the United Kingdom concur therein.
16. No person shall be incapable of becoming or being a member of the Council by reason only of the fact that at the time of his becoming or being appointed or re-appointed a member of the Council he has attained the age of seventy and no member of the Council shall be required to vacate office by reason only of his having attained the age of seventy.
17. The members for the time being of the Council may act notwithstanding any vacancy in their numbers; provided always that in case the members of the Council shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

18. The office of a member of the Council shall be vacated if:-
 - (a) he ceases to be an officer of the Association by virtue of any provision of the Act or he comes prohibited by law from being an officer of the Association; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he becomes of unsound mind; or
 - (d) he resigns his office by notice to the Association; or
 - (e) he ceases to be a member of the Association or a duly authorised representative of a Member of the Association or if the company or partnership or unincorporated body of which he is the duly authorised representative shall cease to be a member of the Association he shall cease to be a member of the Council.

GENERAL MEETINGS

19. (a) An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Association and subsequently once in every year at such time (within a period of not more than fifteen months after the last Annual General Meeting) and place as may be determined by the Council.

- * (b) The business of the Annual General Meeting shall include the annual report of the Council, the annual income and expenditure account and Balance Sheet, the report of the Auditors, the election of the members of the Council and the election from among the members of the Council of the President of the Association who will also act as President of the Council and of the Vice President [and Honorary Treasurer] of the Association (hereinafter called “the Officers”) and the appointment of the Auditors of the Association.
- (c) All other General Meetings shall be Extraordinary General Meetings.
- (d) The Council may call General Meetings and, on the written requisitions addressed to the Secretary by not less than ten per cent of the Members of the Association entitled to vote shall proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after the receipt of the requisition.

NOTICE OF GENERAL MEETING

- 20. An Annual General Meeting and Extraordinary General Meetings shall be called by at least 21 clear days’ notice but a General Meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an Annual General Meeting, by all 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 being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and to the members of the Council and auditors.

- 21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

- 22*. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, or one tenth (one fifth) of the membership whichever is the greater, shall be a quorum.

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the items listed in Article 8 (b) above.
24. 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 upon the requisition of members, shall be dissolved. In any other cases it shall stand adjourned to the same day in the next week at the same time or place, or at such other place as the President may appoint.
25. The President (if any) of the Council shall preside as President at every General Meeting, but if there be no such President, 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, the Vice-President shall be President and in his absence the members present shall choose some member of the Council, or if no such member be present, or if all the members of Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
26. The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business 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 said business to be transacted at an adjourned meeting.

VOTING PROCEDURE

27. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the President; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;and a demand by a person as proxy for a member shall be the same as a demand by the member.
28. Unless a poll is duly demanded a declaration by the President 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

29. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the President and a demand so withdrawn shall not be taken to have invalidated the result of the show of hands declared before the demand was made.
30. A poll shall be taken as the President directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the President shall be entitled to a casting vote in addition to any other vote he may have.
32. A poll demanded on the election of a President or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the President directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith of the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
34. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form executed by or on behalf of one or more members.

VOTES FOR MEMBERS

35. On a show of hands and on a poll every member present in person or by proxy shall have one vote.
36. No objection shall be raised to the qualification of any voter 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 President whose decision shall be final and conclusive.
37. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

“To the Garden Industry Manufacturers’ Association.

than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the President or to the Secretary or to any member of the Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 40. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at its Registered Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

PROCEEDINGS OF THE COUNCIL

- 41. The Council 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, the quorum shall be three or one-third of the complete Council whichever is the greater. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.
- 42. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 43. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally.
- 44. All acts bona fide done by any meeting of the Council or of 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 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 Council.

45. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

SECRETARY

46. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. Provided always that no member of the Council may occupy the salaried position of Secretary.

MINUTES

47. The Council shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of offices made by the Council; and
 - (b) of all proceedings at meetings of the Association, and of the Council, and of committees of the Council, including the names of the members of the Council present at each such meeting.

THE SEAL

48. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or by a second member of the Council.

ACCOUNTS

49. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by ordinary resolution of the Association.

NOTICES

50. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
51. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

52. A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
53. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

DISSOLUTION

54. Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the provisions thereof were repeated in these Articles.

INDEMNITY

55. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council or other office or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto provided that this Article shall not apply in relation to costs which a Director is ordered to pay or for which he is deprived.

RULES AND BYE-LAWS

56. The Association shall have power from time to time to make, alter and repeal all such Rules and Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and may include therein provisions defining privileges and benefits accruing to members the election of a President and Vice-President and the rights and privileges attaching to either office, and admission and retirement of such members and the conditions attached thereto and the basis on which such privileges and benefits may be terminated, and the subscriptions and entrance or other fees payable, and shall adopt such means as they deem sufficient to bring to the notice of the members of the Association all such Rules and Bye-Laws, alterations, and repeals, and all such Rules or Bye-Laws so long as they shall be in force shall be binding upon all members of the Association, provided nevertheless that no Bye-Laws shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association and that any Rule or Bye-Law may be set aside by a Special Resolution of a General Meeting of the Association.

NAMES OF SUBSCRIBERS

David Arnold (President of the Garden Industry Manufacturers' Association)

Glynn Davis (Vice-President of the Garden Products Association)

Bob Aston

Fiona Carrington

Jim Duncan

Owen Evans

Peter Field

Neil Johnson

Chris Ramsden

Richard Bence

Richard Saddler

Jane Molyneux

Keith Cochrane

Jeff Dodds

Dated the 15th day of April 2005.

WITNESS to the above Signatures

I HEREBY certify that this document is a true copy of the Memorandum and Articles approved at the Annual General Meeting of the Garden Products Manufacturers' Association held on

Signed (President)