

THE COMPANIES ACT 2006

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

Articles of Association
OF
ALUMINIUM FEDERATION LIMITED

INTERPRETATION

1. In these articles:-

“the Act” means the Companies Act, 2006.

“the Federation” means the Aluminium Federation Ltd.

“the Industry” means the production, reduction, smelting, refining, rolling, extruding, finishing, drawing, casting, forging, flaking, powdering, fabricating, trading and handling, recycling, and supply to the aluminium industry within the United Kingdom and the sale thereof within the United Kingdom and elsewhere, and may include any other activity in relation to aluminium as the Board may from time to time determine, and “aluminium” shall be deemed to include, where the context so admits, aluminium alloys and any product having aluminium or aluminium alloys as one of its constituents, and “aluminium alloy” means any alloy whether virgin, secondary or remelted containing not less than 40 percent of aluminium.

“the Board” means the Board of the Federation as a body, or a quorum of the members thereof at a Board Meeting.

“qualified person” means a person directly engaged within the Industry as a director or general manager of, or in some other senior office in a company or firm carrying on business within the Industry.

“the Schedule” shall mean the schedule annexed hereto

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, emails, and other modes of representing or 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.

MEMBERS

2. The number of members with which the Federation is registered is unlimited.

3. The Board shall from time to time determine the qualifications appropriate to each class of membership.

4. The Board shall admit no applicant to membership of the Federation unless an application for membership, in such form and containing such particulars as the Board may from time to time determine, shall have been signed by it or on its behalf.

5. The Board shall in all cases have absolute discretion in deciding whether any applicant shall or shall not be admitted to membership of the Federation, and the Board shall not be bound to disclose its reasons for any decision it may make in this respect.

6. Any member may withdraw from the Federation by giving the period of notice, as set out in Article 10(b), in writing, duly signed, and provided that the Board may waive wholly or in part the period of notice required.

7. Upon the retirement of any member by notice as stated in Article 10 the member shall not be entitled under any conditions to any repayment of any subscription or contribution or any part thereof, whether paid for the current year or for a year or years in advance or otherwise.

8. Any member may be removed from the Federation by a Resolution of the Board passed by a majority of at least three-fourths of the Voting Members of the Board (defined in Article 21 below) present, and voting at a Special Board Meeting of which not less than twenty-one days' previous notice specifying the intention to propose such Resolution shall have been sent to the member whose removal is in question and to all the members of the Board, and the member whose removal is in question shall be entitled to be heard by the Board at the meeting. On a member being removed the

Board shall return the due proportion of such member's current subscription having regard to the unexpired period for which it is paid.

9. The rights of any member shall be personal and shall not be transferable, and shall cease upon the member failing to pay the subscriptions or contributions in accordance with Article 10(a) for a period of more than sixty days after such payments are invoiced or on the member ceasing to retain the qualifications on the grounds of which the member was admitted to the membership. Nothing herein contained shall prejudice the rights of the Federation to claim payment of the full amount of the subscriptions and contributions which the member shall have undertaken to pay, or prevent the member from again becoming eligible for membership.

DUTIES OF MEMBERS

10. (a) Every member shall pay to the Federation an annual subscription of such amount as the Board may from time to time determine. The Board may fix different annual subscriptions for each class of member. Subscriptions shall be payable at such time or times in each year as the Board may determine and the Board may take such steps as it may think fit for collecting and enforcing payment of the same.

(b) The Board shall determine from time to time such notice periods for withdrawal as it sees fit from time to time which will be communicated to each member when approving an application for membership. Any member which resigns its membership shall unless otherwise determined by the Council be liable to pay its subscription for the financial year during which it gives notice of its intention to resign and any further subscriptions payable within six months after the giving of such notice.

BOARD

11. (a) The number of members with which the Federation is registered is unlimited.

(b) Membership of the Federation shall be defined as follows:

Full Member Level One (L1)
 Full Member Level Two (L2)
 Full Member Level Three (L3)
 Member Level Three plus (L3+)

(Members in membership classes L1 to L3+) shall be referred to as 'Full Members')

Associate Level One (M1)
 Associate Level Two (M2)

(Members in membership classes M1 and M2 shall be referred to as 'Associate Members')

(c) The level and grade of Membership to which a company qualifies, and therefore the annual Membership fee which will be applied, shall be determined by a metric as determined from time to time by the Board.

(d) Full Members shall have voting rights. Associate Members shall not have voting rights.

(e) Each fully paid up L3+ Member shall be entitled to a place on the Board. Otherwise the make-up of the Board of the Federation shall be determined from time to time by the existing Board of the Federation at their absolute discretion including such Federation cluster group chairpersons as the board shall elect notwithstanding the same may not be Full Members.

(f) The Board has the right to vary the grades of Membership, the annual fee associated with each grade, and the metric to determine that fee.

12. Each Board Member shall have the power to appoint, by notice in writing addressed to the Chief Executive, another qualified person to act as an alternate at any meeting of the Board at which he is unable to be present, and at his discretion to remove such alternate; and on such appointment being made the alternate shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the Board Member who appointed him and each alternate, whilst acting in the place of an absent Board Member, shall exercise and discharge all the powers and duties of the Board Member he represents. Any person so appointed as an alternate shall vacate office as such alternate upon his ceasing to be a qualified person as aforesaid or when the Board Member by whom he has been appointed vacates his office as a Board Member (whichever shall be the sooner).

13. The members of the Board shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Federation, but shall not be entitled to any remuneration for their services as members of the Board.

POWERS AND DUTIES OF THE BOARD

14. The business of the Federation shall be managed by the Board who may exercise all such powers of the Federation as are not, by the Act or by these Articles, required to be exercised by the Federation in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Federation in General Meeting; but no regulation made by the Federation in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Upon joining the Board, the Board Member shall agree to be registered as a Company Director at Companies House.

15. The Board may exercise all the powers of the Federation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Federation or of any third party.

16. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Federation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

17. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Federation to act outside the United Kingdom for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorise and discretions vested in him.

18. The office of a member of the Board shall be vacated if:-

- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) he becomes prohibited from being a director of any company by reason of any order made under the Company Directors Disqualification Act 1986; or
- (c) he becomes of unsound mind (which includes lacking capacity under the Mental Capacity Act 2005), or a patient under any statute relating to mental health; or
- (d) he resigns his office by notice in writing to the Federation; or
- (e) he is directly or indirectly interested in any contract with the Federation and fails to declare the nature of his interest in manner required by Section 177 of the Act; or
- (f) he ceases to be a qualified person or is removed from office pursuant to Article 15; or

- (g) the member who nominated him ceases for any reason to be a member.

19. A member of the Board shall not be entitled to vote in respect of any contract in which he is interested or any matter arising thereout, or to be counted in the quorum present at any meeting which considered such contract or matter.

PROCEEDINGS OF BOARD

20. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit, it being the intention that meetings will be held at least four times in each calendar year. Three Voting Members of Board (defined in Article 25 below) may, and the Chief Executive on the requisition of the President or the Vice-President shall, at any time summon a meeting of the Board. In the case of a meeting of the Board convened on the requisition of members of the Board, the notice of meeting shall state the nature of the business to be considered and only business of which notice shall be so given shall be considered at that meeting. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom but if that member has an alternate appointed under Article 12 above who is then in the United Kingdom such notice shall be given to that alternate.

21. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, but unless and until altered shall be one-third of the Voting Members of the Board for the time being, or if the number of such members is not divisible by three then the nearest whole number not exceeding such one-third.

22. A Resolution in writing may be passed, provided it is signed by the number of Board Members who would have been required to pass it at a Board Meeting, had it been a Board resolution.

23. (a) The Board shall from time to time elect either one of its Voting Members, or a person who has been one of its Voting Members within the immediately preceding twelve months to be its President. Upon such election, if the President is not already a Member of the Board the President will automatically become so, and if he is already a Voting Member of the Board, he will continue so to be but no longer as a nominee. No President shall hold office for more than two consecutive years.

(b) After he has ceased to be in office as President the immediately previous holder of that office shall be known as the Immediate Past President and will continue as such to be a Voting Board Member.

(c) Notwithstanding anything contained in this Article, no person shall be eligible for election or re-election to the office of President unless written nomination of such person specifying the office concerned has been given to the existing President at least 14 days before the election takes place.

24. The President or in his absence the Immediate Past President shall take the chair at all meetings of the Board and in the absence of all such persons at the time fixed for the commencement of any such meeting, the Voting Members present shall choose one of their number to be chairman of the meeting.

25. Each member of the Board appointed by a Full Member of the Federation and each of the Vice-Presidents, President and Immediate Past President shall be entitled to one vote at any Board meeting. Board Meeting Questions arising at any Board meeting shall be decided by a simple majority of votes, except that a majority consisting of the votes of at least three-fourths of the Voting Members of Board present, and voting shall be required for the election of a President or Vice-President. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

26. The Board may appoint and maintain in office such committees whether or not consisting of members of the Board as the Board shall determine. All such committees shall exercise and discharge such powers and duties as the Board may from time to time delegate to them and in the exercise thereof shall conform to any regulations that may be imposed on them by the Board. The Board may at any time appoint or remove any Member of a committee.

27. A committee may elect a chairman of its meetings who shall hold office for one year from such election and thereafter be eligible for re-election. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the committee members present may choose one of their number to be chairman of the meeting.

28. A committee may meet and adjourn as it thinks proper. The Board shall from time to time determine the quorum and voting arrangements for each committee.

29. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Voting Board Member, shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any such Voting 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 Board.

30. The Board shall cause minutes to be taken in writing:-

- (a) of all appointments of offices made by the Board;
- (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;

(c) of all Resolutions and proceedings at all meetings of the Federation, and of the Board, and of committees of the Board;

and every member of the Board or committee of the Board present at any meeting shall sign a record of his or her attendance.

31. Any such minutes of any meeting of the Board or of a committee, or of the Federation, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

GENERAL MEETINGS

32. 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 notices calling it; and not more than fifteen 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 Board shall appoint.

33. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

34. The Board may, whenever 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 requisitionists, as provided by Section 303 of the Act. If at any time there are not within the United Kingdom sufficient Voting Members of Board capable of acting to form a quorum any Voting Board Member or any two Full Members of the Federation may convene an Extraordinary General meeting in the same manner as nearly as possible to that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

35. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Federation other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Federation in the General Meeting, to such persons as are, under the Articles of the Federation, entitled to receive such notice from the Federation.

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 Full Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Full 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 Full Members.

36. 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 MEETINGS

37. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, Balance Sheet, and the reports of the Board and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

38. All members of the Federation will be entitled to notice of and to attend General Meetings. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, one-quarter of the total number of Full Members of the Federation present in person or by representative or proxy shall be a quorum.

39. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Full Members present shall be a quorum.

40. The President or in his absence a Vice-President or in his absence the immediate Past President shall preside as chairman at every General Meeting of the Federation, or if none of them shall be present within fifteen minutes after the time appointed for the holding of the meeting or is willing to act the voting members of the Board present shall elect one of their number to be chairman of the meeting.

41. If at any meeting no voting member of the Board is willing to act as chairman or if no voting member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to be chairman of the meeting.

42. The chairman 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

43. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairman, or;
- (b) by at least three Full Members present in person or by proxy; or
- (c) by any Full Member of Members present in person or by proxy and representing not less than one-tenth of the voting rights of all Full Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a Resolution has on a show of hands been carried, or carried unanimously, or any 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 number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

44. Except as provided in Article 46, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

46. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such a time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

47. Subject to the provisions of the Act a Resolution in writing signed by all the Full Members for the time being entitled to receive notice of and to 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 Federation duly convened and held.

VOTES OF MEMBERS

48. Every Full Member (but not unless the Board otherwise determine any Associate Member) shall have one vote.
49. No Full Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Federation have been paid.
50. On a poll votes may be given either personally or by proxy.
51. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Federation.
52. 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 Registered Office of the Federation or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less 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, in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
53. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ALUMINIUM FEDERATION LIMITED.

“I/We,
 “of ,
 “in the county of ,
 “being a Full Member/members of the Aluminium Federation
 “Limited hereby appoint, ,
 “of ,
 “or failing him ,
 “of ,
 “as my/our proxy to vote for me/us on my/our behalf at the
 “(Annual or Extraordinary, as the case may be) General Meeting
 “of the Federation to be held on the day of ,
 “20 , and at any adjournment thereof.

“SIGNED this day of , 20 .”

CHIEF EXECUTIVE

58. The Board shall from time to time appoint as Executive of the Federation a Chief Executive and they shall hold office for such term, at such remuneration and upon such conditions as it may think fit. Any Chief Executive so appointed may be removed by the Board. The Chief Executive shall not be a member of the Board. The Board may entrust to and confer upon the Chief Executive any of the powers exercisable by it upon and subject to such terms and conditions and with such restrictions as it may think fit and may revoke withdraw alter or vary all or any of the powers so entrusted or conferred.

ACCOUNTS

59. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases 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.

60. The books of account shall be kept at the Registered Office of the Federation, or, subject to Section 388 of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the members of the Board and of the Federation.

61. The Board shall from time to time cause to be prepared and to be laid before the Federation in General Meeting such Profit and Loss Accounts, Balance Sheets, Group Accounts (if any) and Reports as shall be necessary to give a true and fair view of the financial position of the Federation and as shall be necessary to comply with any provisions of the Act.

62. 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 twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Federation. Provided that this Article shall not require a copy of those documents to be sent to any person of

whose address the Federation is not aware or to more than one of the joint holders of any debentures.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act.

NOTICES

64. A notice may be given by the Federation to any member either personally, by email, or by sending it by post to him or to his registered address or (if he has not registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Federation for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter 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.

65. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Board Member;
- (b) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Federation an address within the United Kingdom for the giving of notices to them; and
- (c) the auditor for the time being of the Federation.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

66. Clause 5 of the Schedule relating to the winding-up or dissolution of the Federation shall have effect in relation to these Articles

OBJECTS ETC.

67. All the provisions of the Schedule shall apply in relation to these Articles.

The Schedule

1. The objects for which the Federation is established are:-
 - (i) To represent as its official liaison and advisory body the interests of the Industry (as hereinafter defined) as a whole and any constituent part or parts thereof; without limitation to represent as aforesaid in dealings relating to or affecting the Industry with the Government of the United Kingdom and/or of any other country and with trade organisations or associations of all kinds from any part or parts of the world.
 - (ii) To provide liaison, by consultation, discussion or otherwise, between those engaged within the Industry on matters of general policy and to negotiate, promote and co-ordinate such policies for or affecting those engaged within the Industry.
 - (iii) To collect, co-ordinate, prepare and publish general, technical and statistical information relating to the Industry and to maintain a technical advisory service.
 - (iv) To promote and assist the efficiency of the Industry, to increase its usefulness to the community, and to foster the Home and Export trade of the Industry.
 - (v) To promote and assist the development of new uses of aluminium and the expansion of existing applications.
 - (vi) To undertake, sponsor or in any other manner assist research in and study of matters concerning the Industry or any part or parts thereof.
 - (vii) To establish funds and to receive subscriptions thereto from persons, whether members or not of the Federation subscribing or guaranteeing sums of money or credits for the purpose of carrying out any of the objects of the Federation.
 - (viii) To organise and finance exhibitions and adopt any other methods for practical demonstration of aluminium to users and potential users.
 - (ix) To create, administer and support or to assist in the creation, administration and support of bursaries, chairs, exhibitions, fellowships, lectureships, prizes and scholarships tenable at any school, technical college, university or other place of learning or otherwise.
 - (x) To prepare, edit, print, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings and

films treating of or bearing upon the Industry or any part thereof and to establish, form and maintain libraries and collections of literature, statistics, scientific data and other information relating to the Industry or any part thereof or to matters of interest to the Members thereof, and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, collection and publication, by Parliament, Government departments and other bodies or persons, of any such literature, statistics and information, and to disseminate the same by means of the reading of papers, delivery of lectures, exhibition of films, giving of advice, the appointment of advisory officers or otherwise.

- (xi) To establish, maintain, control and manage branches of the Federation in the United Kingdom and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- (xii) To undertake and execute any trusts, which may be conducive to any of the objects of the Federation.
- (xiii) To carry out any of the above-mentioned activities and to do all of any of the above-mentioned things whether affecting the whole of the Industry or merely one or more particular parts or sections of the Industry or the business of any particular member or group of members of the Federation, and, in the case of work not affecting the whole of the Industry, to make such arrangements as to special payment by such particular sections or members or groups of members as may be expedient.
- (xiv) To borrow or raise any money that may be required by the Federation upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Federation, or by mortgage or charge of all or any part of the property of the Federation and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (xv) To invest or otherwise deal with the monies of the Federation not immediately required in such manner as the Federation may from time to time determine and to hold sell or otherwise deal with such investments, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xvi) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or

convenient for the purposes of the Federation, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Federation, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Federation.

(xvii) To procure the Federation to be registered or recognised in any part of the World as may be necessary from time-to-time to further the objectives of the Federation.

(xviii) To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects or any of them including any form of co-operation or amalgamation with any other association which has objects similar to or compatible with those of the Federation and prohibits the distribution of its profits and income amongst its members to an extent at least as great as is imposed on the Federation under and virtue of Clause 2 hereof.

Provided that it shall be no part of the Federation's objects to sponsor common or agreed or minimum prices for the materials produced by the Industry or to restrict output by the Industry or any part thereof, or to restrict the territories either inside or outside the United Kingdom within which the Industry's products may be sold.

Provided also that in case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

Provided also that the Federation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction, or condition, which if an object of the Federation, would make it a trade union.

Provided also that in case the Federation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education or any Authority exercising corresponding jurisdiction outside England and Wales, the Federation 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 Board or Governing Body of the Federation shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board or Governing Body have been if no incorporation had been effected, and the incorporation of the Federation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education or any such other Authority as aforesaid over such Board or Governing Body, but they shall, as

regards any such property, be subject jointly and separately to such control or authority as if the Federation were not incorporated.

For the purposes of this Schedule "the Industry" shall mean the production, reduction, smelting, refining, rolling, extruding, drawing, casting, forging, flaking, powdering, recycling and fabricating of aluminium within the United Kingdom and the sale thereof within the United Kingdom and elsewhere and may include any other activity in relation to aluminium as the Board of the Federation may from time to time determine and "aluminium" shall be deemed to include, where the context so admits, aluminium alloys and any product having aluminium or aluminium alloys as one of its constituents and "aluminium alloy" shall mean any alloy whether virgin, secondary or re-melted containing not less than 40 per cent of aluminium.

2. The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Schedule, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the members of the Federation.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Federation or to any member of the Federation, in return for any services actually rendered to the Federation, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Federation, but so that no member of the Board or Governing Body of the Federation shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of such Board or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Federation provided that nothing hereinbefore contained shall prevent any payment to any corporate body of which a member of the Board may be a member or shareholder holding less than one-hundredth part of its capital and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Federation, whether a member of the Board or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention patents or designs resulting from the work of the Federation.

3. The liability of the members is limited.

4. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

5. 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 shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 2 hereof, such institution or institutions 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 the aforesaid provision, then to some charitable object.

