



# World Sugar Research Organisation

Milton Hall, Ely Road, Cambridge CB24 6WZ Tel: + 44 (0) 1223 928060 [www.wsro.org](http://www.wsro.org)

No. 1355487

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

WORLD SUGAR RESEARCH ORGANISATION LIMITED

A Company Not Having A Share Capital

Adopted on 21 October 2014



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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

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

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

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

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“Director General” means the director who holds that executive office;

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

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

“member” has the meaning given in section 112 of the Companies Act 2006;

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

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

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

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

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

#### Liability of members

2. —(1) The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.



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(2) Each member shall pay to the company on its request at the start of each year an amount equal to the annual members' subscription (as determined by the directors from time to time).

## PART 2

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

##### **Directors' general authority**

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

##### **Members' reserve power**

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

##### **Directors may delegate**

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

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

as they think fit.

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

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

##### **Committees**

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

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

#### ALTERNATE DIRECTORS AND DECISION-MAKING BY DIRECTORS

##### **Alternate directors**

7.—(1) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors to:

- (a) exercise that director's powers; and



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- (b) carry out that director's responsibilities, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.
- (3) The notice must:
- (a) identify the proposed alternate; and
  - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.
- (4) An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.
- (5) Except as the Articles specify otherwise, alternate directors:
- (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their appointors; and
  - (d) are not deemed to be agents of or for their appointors
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.
- (6) A person who is an alternate director but not a director:
- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
  - (b) may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate); and
  - (c) may sign or otherwise signify his agreement in writing to a written resolution (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).
- (7) A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision).
- (8) An alternate director may be paid expenses and may be indemnified by the company to the same extent as his appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.
- (9) An alternate director's appointment as an alternate terminates:
- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
  - (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
  - (c) on the death of the alternate's appointor; or
  - (d) when the alternate's appointor's appointment as a director terminates.

## Collective or unanimous decisions

- 8.—**(1) Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- (2) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (3) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (4) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.



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(5) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

## Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

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

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

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

## Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

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

## Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The Chairman shall not hold such office for more than two consecutive years but may be re-appointed as chairman after two years have elapsed since he was chairman.

(4) The directors may terminate the chairman's appointment at any time.

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

## Casting vote



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**13.**—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **Conflicts of interest**

**14.**—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

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

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

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

## **Records of decisions to be kept and discretion to make further rules**

**15.** —(1) The directors shall ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

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

## **APPOINTMENT, TERMINATION AND REMUNERATION**

### **Methods of appointing directors**



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16.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

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

provided always that there shall be no more than 20 directors.

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

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

## Termination of director's appointment

17.—(1) A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) notification is received by the company from the director that the director is resigning from office and such resignation has taken effect in accordance with its terms.
- (d) if he is removed from office as a director by a resolution of the members being passed to that effect.

(2) Directors shall not be required to retire by rotation.

## Directors' remuneration and expenses

18.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors, or
- (b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## Vice-Chairman

19. — (1) The directors may appoint a director as vice-chairman.

(2) Each vice-chairman shall not hold such office for more than two consecutive years but may be re-appointed as a vice chairman after two years have elapsed since he was last a vice-chairman.

(3) The directors may terminate a vice-chairman's appointment at any time.

## Other officers

20. The directors may from time to time appoint and remove a secretary, treasurer and deputy or assistant director-general at such remuneration and upon such conditions as they think fit.



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## PART 3

### MEMBERS

#### BECOMING AND CEASING TO BE A MEMBER

##### Applications for membership

- 21.** No person or organisation shall become a member of the company unless—
- (a) that person or organisation is engaged in the production, processing or refining of cane or beet sugar or other activities not incompatible with the interests of the sugar industry or represents other persons so engaged;
  - (b) that person has submitted to the Director General an application for membership in a form approved by the directors, and
  - (c) the directors or the members (by ordinary resolution) have approved that person's approved application.

##### Termination of membership

- 22.—**(1) A member may withdraw from membership of the company by giving 12 months' notice to the company in writing but such resignation shall not entitle that member to repayment of the annual members' subscription
- (2) Membership is not transferable.
  - (3) A person's membership terminates when that person dies or ceases to exist.
  - (4) A person's membership may be terminated by the directors if that person has not paid the annual members' subscription more than three months after its request by the company.
  - (5) Subject to article 22(6), a person's membership may be terminated with immediate effect on a resolution of the members being so passed (and the relevant member shall not then be entitled to repayment of all or part of the annual members' subscriptions.
  - (6) No resolution shall be passed under article 22(5) unless notice with the reasons for the proposed termination of membership shall have been given to the relevant member at least thirty days before the date of the meeting at which such action is proposed to be taken and such member or members shall have been given the right to appear at such meeting for the purpose of presenting any reasons why the proposed action should not be taken.

#### ORGANISATION OF GENERAL MEETINGS

##### Attendance and speaking at general meetings

- 23.—**(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
    - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
    - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
  - (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.



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

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

## **Quorum for general meetings**

**24.** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **Chairing of and attendance and speaking at general meetings**

**25.**—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

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

(a) the directors present, or

(b) (if no directors are present), the meeting,

shall appoint a director or member to chair the meeting and the appointment of the chairman of the meeting shall be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

(4) Directors may attend and speak at general meetings, whether or not they are members.

(5) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

## **Annual general meetings**

**26.** An annual general meeting shall be held in each calendar year and such a meeting shall be held not more than fifteen months after the last such meeting.

## **Adjournment**

**27.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

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

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

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



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- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### Voting: general

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

### Errors and disputes

- 29.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### Poll votes

- 30.—(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### Content of proxy notices

- 31.—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—



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

## Delivery of proxy notices

**32.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

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

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

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

## Amendments to resolutions

**33.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

## WRITTEN RESOLUTIONS

### Written resolutions

**34.**—(1) A written resolution of the company passed in accordance with this article 34 shall have effect as if passed by the company in general meeting.

(2) A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

(3) A written resolution is passed as a special resolution if it is passed by members representing 75% or more of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it is proposed as a special resolution.

(4) In relation to a resolution proposed as a written resolution of the company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

(5) A resolution removing a director or an auditor before the expiration of his term of office may not be passed as a written resolution.



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(6) A copy of each written resolution shall be sent to all members together with a statement informing them how to signify their agreement to it and the date by which it must be passed if it is not to lapse.

(7) A member signifies his agreement to a proposed written resolution when the company receives from him an authenticated document identifying the resolution to which it relates and indicating his agreement to it.

(8) A written resolution shall be passed when the required majority of eligible members has signified agreement to it.

(9) A proposed written resolution shall lapse if it is not passed within 28 days from the circulation date.



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## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### Means of communication to be used

**35.**—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

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

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

#### Company seal

**36.**—(1) Any common seal may only be used by the authority of the directors.

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

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

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### No right to inspect accounts and other records

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

### DIRECTORS' INDEMNITY AND INSURANCE

#### Indemnity

**38.**—(1) Subject to paragraph (2), a relevant director of the company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company

(b) any liability incurred by that director in connection with the activities of the company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.



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(3) In this article a “relevant director” means any director or former director of the company.

## **Insurance**

**39.**—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company and

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company or any pension fund or employees’ share scheme of the company.



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## PART 5

### WINDING-UP OR DISSOLUTION

**40.** On the winding-up or dissolution of the company the assets remaining after payment and discharge of all debts and liabilities of the company shall be distributed to the members in equal shares.



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No. 1355487

INCORPORATED INTO THE ARTICLES OF ASSOCIATION

BY THE OPERATION OF SECTION 28, COMPANIES ACT 2006

MEMORANDUM OF ASSOCIATION

OF

WORLD SUGAR RESEARCH ORGANISATION LIMITED

A Company Not Having A Share Capital

1. The name of the company is "WORLD SUGAR RESEARCH ORGANISATION LIMITED".
2. The registered office of the company will be situate in England.
3. The objects for with the company is established are:
  - i. To promote, co-ordinate, develop and investigate studies and research relating to sugar its by-products and derivatives and/or sweetening agents (all of which are hereinafter called "the Sugar Products") and all or any possible uses thereof, and to provide a meeting ground for scientists and executives to discuss matters of common interest in relation to such research and to organise appropriate exchanges of information in respect thereof.
  - ii. To obtain, collect disseminate and distribute information as to the uses, purposes, utility and effects of the Sugar Products in any form whatsoever and whether as a food or an ingredient of foods or beverages or in industry or otherwise.
  - iii. To obtain financial contributions for any of the purposes mentioned herein from bodies or companies whether or not members of the company and to subscribe out of the funds of the company for or towards any of such purposes.
  - iv. To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property of all kinds and any rights and privileges necessary or convenient for the purposes of the company.



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- v. To sell, let, licence, mortgage, dispose of or turn to account all or any of the property or assets of the company with a view to the promotion of its objects.
- vi. To borrow or raise money for the purposes of the company on such terms and on such security as may be thought fit, and whether by the creation or issue of debentures, debenture stock or otherwise.
- vii. To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not.
- viii. To invest the monies of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, 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.
- ix. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, societies or bodies with which the company is authorised to co-operate or federate.
- x. To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the company.
- xi. Subject to the provisions of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provisions of pensions for officers or servants for the time being of the company or their dependents.
- xii. To pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the company.
- xiii. To carry on any other activity and do anything of any nature which may seem to the company capable of being conveniently carried on or done by the company in connection with the above or may seem to the company calculated directly or indirectly to benefit the company and to do all such other things as are incidental or the company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no manner limited or restricted by reference to or inference from the terms of any other paragraph or the name of



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the company, or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

4. The income and property of the company as set forth in this Memorandum of Association shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the company except on a dissolution as provided for in the Articles from time to time provided that nothing herein shall prevent any payment in good faith by the company of reasonable and proper remuneration to any member, officer, or servant of the Organisation for any services rendered to the Organisation.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute to the assets of the company 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 company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, such amount as may be required not exceeding £10.