

**ARTICLES OF ASSOCIATION
of
THE COLOUR GROUP (GREAT BRITAIN)**

GENERAL

1. In these Articles the words in the first column of the Table shall bear the meanings set opposite, if not inconsistent with the subject or context:-

Words	Meanings
The Act	The Companies Act 1985
The Articles	The Articles of Association and the regulations of the Group from time to time in force
The Group	The Colour Group (Great Britain)
The Committee	The Committee or other the Governing Body for the time being of the Group
The Office	The Registered Office of the Group
The Seal	The Common Seal of the Group
The United Kingdom	The United Kingdom of Great Britain and Northern Ireland
Month	Calendar Month
Year	Calendar Year
In Writing	Written, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form
Independent Accountant's Report	Such report resulting from a review of the company's accounts as agreed from time to time by the directors Or as otherwise imposed by relevant legislation

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and vice versa.

Words importing persons shall include institutions.

With the exception of the words listed previously, words and 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 Group.

MEMBERSHIP

2. The number of Members with which the Group proposes to be registered is five hundred, but the Committee may from time to time register an increase of Members.
3. The Group is established for the purposes expressed in the Memorandum of Association.
4. There shall be four grades of Members, all of whom are entitled to attend meetings of the Group and to a single vote on each resolution.
The four grades of members are :-
 - (a) Honorary Members who shall be such persons who shall from time to time be elected Honorary Members by Ordinary Resolution of the Group in General Meeting and who shall be persons distinguished in the field of colour. An Honorary Member shall not be required to pay any membership fee.
 - (b) Patron Members who shall be those organisations, whether corporate or unincorporated, that are interested in furthering work of the Group and be elected by the Committee. If the Committee does not admit such application for Patron Membership, then the amount of the first year's subscription shall be returned. A Patron Member may appoint a representative to attend and vote on his behalf.
 - (c) Ordinary Members who shall be persons interested in furthering the work of the Group who shall apply for membership and be elected by the Committee. An application for membership must be sponsored by two members and accompanied by a sum of money equal to the first year's subscription. If the Committee does not admit such an application to membership, then the amount of the first year's subscription shall be returned.
 - (d) Life Members shall be Ordinary Members who choose to pay a one off, non-returnable, fee in lieu of annual subscription at a sum to be determined by the Committee from time to time.

TERMINATION OF MEMBERSHIP

5. The Group may at any time in General Meeting resolve by Ordinary Resolution to terminate an Honorary membership. On such a resolution being passed such Honorary Member's membership of the Group shall immediately cease.
6. Any Member may resign his membership by notifying the Committee in writing signed by him stating that he resigns his membership and he shall thereupon cease to be a Member.
7. The Committee shall have the right for good and sufficient reason to terminate the membership of any member, save honorary members, provided that such member shall have the right to be heard by the Committee before a final decision is made.
8. A Member resigning during the currency of any year before payment of the annual subscription for that year shall remain liable to the subscription for that year notwithstanding his resignation.
9. Except as otherwise herein provided in the event of non-payment by a Member of the subscription due from him to the Group within six months after the same became due, membership will automatically terminate.

SUBSCRIPTIONS

10. The subscriptions of Members shall be such sums and shall be payable at such times as from time to time are fixed by Ordinary Resolution of the Group in General Meeting. Provided

always that:-

- (a) No Member who ceases to be a Member shall be entitled to have any part of his subscription returned to him, except as hereinafter otherwise provided.
- (b) If application is made for Membership before 1st July in any year then the annual subscription shall be payable for that year as if the applicant had been admitted to Membership on 1st January in that year. If application is made for Membership on or after 1st July in any year then the annual subscription payable by the applicant shall cover his Membership for that year and the next succeeding year.

MEETINGS

11. The Meetings shall be of the following kinds:-

- (a) General Meetings, including Annual and Extraordinary General Meetings.
- (b) Other meetings of the Members and others for furthering the objects of the Group either under the auspices of the Group alone or in association with some other similar body or bodies.

GENERAL MEETINGS

12. (a) There shall be at least one General Meeting of the membership in April or May each year, of which twenty one days' notice shall be given to all Members and which shall be the Annual General Meeting. At each Annual General Meeting, the business shall include

- (i) Consideration and adoption of an annual report on the work and activities of the Group
- (ii) Consideration and adoption of the accounts of the Group
- (iii) Election of Honorary Officers, Officials and Committee.
- (iv) The appointment of, and the fixing of the remuneration of, the independent accounts
- (v) The transaction of any other matters as may be necessary.

(b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(c) The Chair at General Meetings shall be taken by the Chairman, Vice-Chairman or, in the event of their absence, such Member of the Committee as the Meeting may appoint. If no Member of the Committee be present or if all Members of the Committee decline to take the Chair the members present shall choose one of their number to be chairman.

13. An Extraordinary General Meeting of the Group :-

- a) may be called by the Chairman of the Committee at any time at his discretion
- b) shall be called by the Secretary within two months of receiving a written request so to do, signed by not less than 12 Members and giving reason for the request. In the event of any such request, the Members present at the Extraordinary General Meeting shall determine whether the cost of such meeting shall be borne by those requesting the meeting or the Group.

14. General Meetings shall be called by at least twenty one days' notice in writing. Other Meetings shall be called by at least fourteen days' notice in writing.
15. The accidental omission to give notice of any Meeting to or the non-receipt of a notice by any Member shall not invalidate the proceedings at any Meeting.
16. The quorum at a General Meeting of the Group shall be eleven and of a meeting of the Committee shall be five. If within fifteen minutes from the time appointed for a Meeting a quorum is not present, the Meeting, if convened on the request of Members, shall be dissolved. In any other case it shall stand adjourned, for at least a week, to such time and such place as the Chairman shall announce. If at such an adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for the Meeting then the Members present shall be a quorum.
17. The Chairman may, with the consent of the Meeting, adjourn a General Meeting from time to time and place to place, but no business shall be transacted at any adjourned Meeting other than the unfinished business at the Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of the original Meeting. If the adjournment is less than thirty days it shall not be necessary to give any notice of adjournment or of the business to be transacted.

RULES OF PROCEDURE AT ALL MEETINGS

18.
 - (a) Except as specified elsewhere in these Articles; all questions arising at any Meeting shall be decided by a simple majority of those present and voting. Unless a poll is demanded, a declaration by the chairman that a resolution has on a show of hands been carried, unanimously or by a particular majority, or lost, and an entry to that effect made in the Minutes of the proceedings of the Group shall be conclusive evidence of the fact without the 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. In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting shall have a second or casting vote.
 - (b) A poll may be demanded by the chairman or by at least three Members present in person.
 - (c) A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the Meeting directs. Any business other than that upon which the poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

RIGHTS AND OBLIGATIONS OF MEMBERS

19. The rights, privileges and obligations of every Member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law. Such rights, privileges and obligations shall be subject to these Articles and may be varied or abrogated by any cancellation of or alternatives or additions to these Articles without any sanction approval consent or resolution by any member or anything in addition to a Special Resolution passed at a General Meeting after the proposed alterations or additions have been submitted to and approved by the Charity Commissioners and the Department of Trade and Industry. But this provision shall not in any way limit the powers given by the other provisions of these Articles or any other method by which such rights or obligations may be varied or abrogated.

THE COMMITTEE

20. The Management and control of the Group shall be vested in the Committee. Ordinary, Life and Honorary Members shall be eligible for service on the Committee. The Committee shall be constituted as follows:-

The Chairman

The Vice-Chairman

The Treasurer

The Secretary

The Membership Secretary

The Newsletter Editor

The Awards Officer

and six Ordinary, Life and/or Honorary Members elected by the Members of the Group.

21. All service on the Committee shall be honorary and without remuneration. No salaried Officer of the Group shall be eligible to serve on the Committee in any capacity.
22. Any casual vacancy occurring in the Committee other than a vacancy amongst the Ordinary Members may be filled by the Committee from amongst its own Members. Any casual vacancy amongst the Ordinary Members of the Committee may be filled by the Committee from amongst Members of the Group.
23. The Committee shall have the power to co-opt any person to the Committee provided that there are not more than **four** such co-opted persons serving on the Committee at the same time. Any person so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
24. The Chairman shall be responsible to the Members for ensuring that the actions of the Committee are in accordance with the Group's constitution and regulations.
25. The Secretary shall be responsible to the Committee for the administration and for the co-ordination of the affairs of the Group generally, those relating to finance excepted.
26. The Treasurer shall be responsible to the Committee for the administration of the financial affairs of the Group and for ensuring that proper accounts are kept in accordance with these Articles.
27. The Membership Secretary shall be responsible to the Committee for all matters relating to Membership and for keeping an up-to-date Membership List.
28. The Newsletter Editor shall be responsible to the Committee for the publication of the Newsletter, general publicity and editorial matters.
- 29. The Awards Officer shall be responsible to the Committee for the administration of the W.D. Wright and Palmer Awards.**

INDEMNITY

30. Subject to the provisions of the Act every trustee or other officer or auditor of the Group shall be indemnified out of the assets of the Group against any liability incurred by him in that capacity 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 Group.

SERVICE ON THE COMMITTEE

31. For the purpose of Article 30 to 35 a year means the period commencing at the date of the Annual General Meeting in that year and terminating on the last day before the following Annual General Meeting.
32. A Member appointed to fill a casual vacancy in accordance with Article 22 shall retire at the end of the year during which he was appointed but if the Committee so decide shall be eligible for re-election.
33. At the end of every second year the Chairman and at the end of every year the Vice-Chairman and three Ordinary Members of the Committee shall retire from office and shall not be eligible for re-election in the capacity in which they have immediately theretofore served on the Committee. They shall however be so eligible for re-election at the end of any subsequent year and shall be eligible to fill a casual vacancy on the Committee occurring at any time.
34. The Ordinary Members of the Committee to retire under the provisions of the preceding Article shall be those who have been longest in office since their last election but as between persons who became Ordinary Members of the Committee on the same day, those to retire (unless otherwise agreed among themselves) shall be determined by lot.
35. Any cases of doubt or difficulty regarding eligibility for office or service on the Committee or retirement therefrom shall be decided by the Committee whose decision shall be final and binding.
36. The Secretary, Treasurer, Membership Secretary, Newsletter Editor and Awards Officer shall hold office (subject however to the other provisions hereof) for such period not exceeding five years as the Group in General Meeting shall determine. At the end of such period:
 - (a) the membership Secretary, the Newsletter Editor and the Awards Officer shall be eligible for re-election for a further period not exceeding five years,
 - (b) the Secretary and the Treasurer may be eligible for re-election for a further period not exceeding two years.
37. The office of a Member of the Committee shall be vacated in any of the following events, namely:-
 - (a) If he resigns his office by writing under his hand addressed to the Secretary
 - (b) If he cease to be a Member of the Group
 - (c) If he cease to hold office by virtue of Section 293 of the Act or be prohibited from being a Director for any reason.
 - (d) If he be removed from office pursuant to Section 303 of the Act

NOMINATION FOR ELECTION TO THE COMMITTEE

38. At least six weeks before the Annual General Meeting, the Committee shall send to each Member a notice calling for nominations of candidates for election at the said Annual General Meeting for the offices of Ordinary Members of the Committee and to such of the offices of Chairman, Vice-Chairman, Treasurer, Secretary, Membership Secretary and Newsletter Editor as shall be applicable by reason of the provisions of these Articles.

39. Any Member may nominate within two weeks of receipt by him of such notice, but not later, any duly qualified person as a candidate for election to any one or more of the said offices by depositing such nomination in writing to the Secretary together with the written consent of the nominee to accept office if elected. No Member may nominate more than one candidate in any one year for any one vacancy. If no nomination is received within **three** weeks of the date of the AGM in respect of any vacancy or vacancies then the Committee may nominate a duly qualified person to fill such vacancy or vacancies.

BALLOT FOR ELECTION TO THE COMMITTEE

40. With the notice of the Annual General Meeting the Committee shall send to each Member the names of all persons duly nominated as candidates for election to the Committee. If no candidates have been nominated by the Members to fill any specific vacancies under the provisions of Article 33, the persons nominated by the Committee shall be deemed to be duly elected. If there is more than one nomination for any specific vacancy, a ballot shall be held.
41. In the case of a contested election to any office, a ballot paper shall be circulated to each member. The completed ballot papers shall be **returned** to the Secretary in an envelope marked ballot paper, **or by electronic means**, on or before the day preceding the Annual General Meeting at which such election is to take place or shall be delivered at the said Annual General Meeting to the scrutineers.
42. The Members present at the Annual General Meeting shall choose two or more scrutineers for the purpose of the ballot. The ballot papers, **or their electronic equivalent**, including those sent to the Secretary under Article 40, shall be delivered to the scrutineers, who shall examine them. The scrutineers shall have the binding decision as to the validity or intention of any given ballot paper. They should count the votes and report the result to the Chairman of the Meeting. In the event of a tie for any office, the scrutineers shall submit the names of the candidates so tying to the Chairman of the Meeting, who shall determine by his casting vote which such candidate shall be elected. The names of those deemed to have been elected and the offices which they are respectively to fill shall be circulated in the next communication to Members.

PROCEEDINGS, POWERS AND DUTIES OF THE COMMITTEE

43. The Committee shall direct and manage the property and affairs of the Group and may exercise all powers of the Group (including borrowing powers) subject to the provisions of the Act and of these Articles and to such regulations (not being inconsistent with the provisions of the Act and these Articles) as may be prescribed by the Group in General Meeting. In particular and subject as aforesaid the Committee may sell or dispose of any of the property of the Group.
44. The Committee shall meet as often as the business of the Group may require, and may adjourn and regulate its Meetings as it thinks fit. Except as hereinafter provided Meetings of the Group shall be convened by the Secretary. The Chairman or any three members of the Committee may convene a meeting of the Committee.
45. The continuing Members of the Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below five the continuing Members of the Committee may act for the purpose of increasing the number of Members of the Committee to that number or of summoning a General Meeting of Members of the Group, but for no other purpose.
46. At all meetings of the Committee the Chairman shall preside or in his absence the Vice-Chairman, or in the absence of the Chairman and Vice-Chairman a Member chosen by the Members present.
47. The Committee may appoint sub-Committees with such terms of reference and such powers

as the Committee may prescribe and may delegate such of its powers as it may think fit to any such sub-Committee. Such sub-Committees shall be constituted in accordance with and shall conform with the provisions imposed by these Articles and shall be responsible to an make regular reports to the Committee and all decisions taken by such sub-Committees shall be subject to review by the Committee.

48. The Committee shall cause Minutes to be kept of the proceedings of General Meetings of the Group, of Meetings of the Committee and of sub-Committees appointed by the Committee in accordance with Article 46. Such Minutes if signed by the Chairman of the Meeting to which they relate or of the next succeeding Meeting shall be prima facie evidence of the matters stated therein.
49. The Committee shall cause a Membership List to be kept of the names of all the persons provided for in Article 4, showing the grade to which each belongs and giving his last known address.
50. The Committee may arrange to publish papers or documents in any manner which it may deem advisable when such publication is considered by the Committee to further the objects of the Group.
51. Any person or persons whose paper is published by the Group shall, if so required, assign the copyright therein to the Group. The manuscripts of all such papers shall belong to the Group.
52. The Committee may maintain a library of books, works of manuscripts on colour or the application thereof or subjects allied thereto.

ACCOUNTS

53. The Committee shall cause proper account records to be kept in respect of all sums of money received and expended by the Group and of all matters in respect of which such receipts and expenditure take place, all sales and purchases of goods by the Group and the assets and liabilities of the Group.
54. The accounts of the Group shall be open to the inspection of Members at reasonable times by arrangement with the Committee.
55. The Committee shall from time to time cause to be prepared and placed before the Group in General Meeting an income and expenditure account, balance sheet and treasurers and independent accountant's report.
5. Every balance sheet shall be signed on behalf of the Committee by two Members thereof, and shall have attached to it the independent accountant's report and a report by the Committee with respect to the state of the Group's affairs.
57. A printed copy of the income and expenditure account and balance sheet and the Treasurers report shall not less than twenty-one clear days previously to the date of the Meeting be sent by post to the listed address of every Member who is entitled to receive notice of General Meetings and to the independent accountants.
58. The Group shall have power to keep a proper working balance on current account at its bankers, and also keep monies on deposit account and in building societies.

THE SEAL

59. The Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Committee and shall be affixed in the presence of at least one Member of the Committee and of the Secretary or the Treasurer or by such other person as the Committee may from time to time appoint for the purpose, and such Member and Secretary, Treasurer or

other person as aforesaid shall sign every instrument to which the Seal is affixed in their presence.

NOTICES

60. A notice may be served by the Group upon any Member either personally by post in a prepaid letter or **by electronic means** at his registered address.
61. For Members in the United Kingdom, a notice of a Meeting shall be deemed to be duly served seventy-two hours after the same shall have been **despatched** and shall be exclusive of the day of service and of the day for which it is given. Such notice shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of such business, and shall be given to all Members in manner provided by these Articles. **This notice may be served by post or by electronic means according to the wishes of the individual member.**

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

WINDING UP

62. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Group shall have effect and be observed as if the same were repeated in these Articles.