

THE COMPANIES ACT ~~2006S 1948 to 1967~~

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

ARTICLES ~~MEMORANDUM OF~~

ASSOCIATION OF

**THE COLLABORATIVE INTERNATIONAL PESTICIDES
ANALYTICAL COUNCIL LIMITED**

(company number 00984076)

(As adopted by Special Resolution passed on [] 2025)

PART 1 - Objects

1. The name of the Company (hereinafter called "the Council") is "THE COLLABORATIVE INTERNATIONAL PESTICIDES ANALYTICAL COUNCIL LIMITED".

2. The Registered Office of the Council will be situate in England.

3. (A) In accordance with section 31 of the Act, the objects of the Council are restricted to the object set out in these Articles. The object for which the Council is established is promotion of agriculture in the field of pesticides for the benefit of the community.

(B) For the purpose of carrying out the foregoing object but not further or otherwise the Council shall have the following powers:

- (a) To promote international agreement on
 - (i) Methods for the analysis of pesticide products and other substances
 - (ii) Methods for the physico-chemical evaluation of technical pesticide materials and formulations
 - (iii) Methods for correlating biological efficacy with physical and chemical properties of pesticide products
- (b) To sponsor symposia in order to encourage the development of and promote discussion an new or better methods of analysis and physico-chemical evaluation of pesticide products
- (c) To publish from time to time
 - (i) Agreed methods
 - (ii) Reports an the work carried out an such agreed methods
 - (iii) Proceedings of symposia
 - (iv) Any other appropriate material

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- (d) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the Council and to build upon pull down rebuild or add to alter repair or improve any land or buildings or other premises for the use of the Council
- (e) To sell manage lease mortgage dispose of or otherwise deal with all or any part of the property of the Council
- (f) To accept subscriptions and donations (whether of real or personal estate) including property subject to special trusts
- (g) To raise money for any of the purposes of the Council by borrowing on the security of such property of the Council as may legally be mortgaged or charged
- (h) To invest the monies of the Council not immediately required for its purpose in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (i) To undertake and execute any charitable trusts which may seem directly or indirectly conducive to the purposes of the Council
- (k) To establish and support and to aid in the establishment and support of any body institution or society formed for any purpose similar to the aforesaid object of the Council
- (k) To establish and support and to aid in the establishment and support of any body institution or society formed for any purpose similar to the aforesaid object of the Council
- (l) To amalgamate with any charitable body institution or society having purposes altogether or in part similar to the aforesaid object of the Council
- (m) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any body institution or society with which the Council is authorised to amalgamate or which has purposes similar to the aforesaid object and in particular to take over the whole or such part as can be legally vested in the Council of the property of the unincorporated institution known as The Collaborative International Pesticides Analytical Committee (CIPAC)
- (n) To transfer all or any part of the property assets liabilities and engagements of the Council to any one or more of the bodies institutions or societies with which the Council is authorised to amalgamate
- (o) To do all such other lawful things as will further the attainment of the aforesaid object of the Council

PROVIDED THAT

- (i) In case the Council shall take or hold any property which may be subject to any trusts the Council shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

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(ii) The Council 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 Council would make it a trade union

(iii) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science the Council 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 Committee of Management or Governing Body of the Council shall be chargeable for any such property which 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 Committee of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice the Charity Commissioners or the Secretary of State for Education and Science over such Committee of Management or Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Council were not incorporated

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the aforesaid object of the Council as set forth in this Memorandum of Association 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 Council: PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Council or to any member of the Council in return for any services actually rendered to the Council nor prevent the payment of interest at a rate not exceeding 1 % per annum above Bank Rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Council but so that no member of the Committee of Management or Governing Body of the Council shall be appointed to any salaried office of the Council or any office of the Council paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Council to any member of such Committee of Management or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Council: PROVIDED THAT the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits which he may receive in respect of any such payment

5. The liability of the members is limited.

6. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up whilst he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Council 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 £1.

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7. If upon the winding up or dissolution of the Council there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Council but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Council and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Council at or before the time of dissolution and if and so far as effect cannot be given to such provision then to the Food and Agriculture Organisation of the United Nations for charitable purposes and in particular for the publication of educational works in the analysis of pesticides.

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~~WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.~~

~~NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS~~

~~R. de B. Ashworth,
Holdfast Hall, Near
Bracknell, Berks.~~

~~Civil Servant.~~

~~E. W. Hutchinson,
Holly Bank, Altys
Lane, Ormskirk,
Lancs.~~

~~Company Director.~~

~~Dated on the 23rd day of June, 1970.~~

~~Witness to the above Sinatures:-~~

~~G. Allen Batty,
Solicitor,
Southport~~

~~THE COMPANIES ACT 1985~~

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

~~ARTICLES OF ASSOCIATION~~

~~OF~~

~~**THE COLLABORATIVE INTERNATIONAL PESTICIDES
ANALYTICAL COUNCIL LIMITED**~~

PART 2 - General

INTERPRETATION

1. In these Articles:-

"The Act" means the Companies Act ~~1985~~2006

"The Council" means The Collaborative International Pesticides Analytical Council Limited

"The seal" means the Common Seal of the Council

"Secretary" means any person appointed to perform the duties of the Secretary of the Council

"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 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 Council

MEMBERS CORRESPONDENTS AND OBSERVERS

2. Those persons qualified as hereinafter provided as the Committee of Management shall admit to membership shall be members of the Council.

3. The Treasurer for the time being shall be a member. No other person shall be a member unless he is either:

- (a) An official chemist from a country with a substantial chemical industry who is employed in Government service or in an official research institute or in a University of Technical College; or

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- (b) A person who has by reason of his particular experience and scientific achievement and his interest in the work of the Council shown himself to be a person whose association with the Council would be of benefit to it.

PROVIDED ALWAYS that

- (i) No person shall be admitted as a member who does not show himself to be in full accord with the object of the Council
- (ii) No Person whose function as a member of the Council is mainly scientific shall be admitted as a member who has not previously been a Correspondent for a period of at least 1 year or has attended technical conferences of the Council as an observer for a period of at least 1 year
- (iii) No country and no international organisation shall be represented an the Council by more than one member whose function an the Council is purely scientific

4. Correspondents shall be persons invited by the Committee of Management to become associated with the Council but shall not have any rights of membership of the Council.

5. No person shall be a Correspondent unless he

(a) is an official chemist and

(b) either (i) has attended technical conferences of the Council as an observer for a period of at least 1 year or (ii) has by reason of his particular experience and scientific achievement and his interest in the work of the Council shown himself to be a person whose association with the Council would be of benefit to it.

6. The eligibility of any Person to be admitted as a member or to be invited to be a Correspondent shall be conclusively determined by the Committee of Management.

7. Members shall have the right to attend and vote at all meetings of the Council.

8. The Committee of Management may invite interested official chemists or other qualified persons to attend as observers or experts at technical conferences of the Council but no person so invited shall have any rights of membership of the Council.

GENERAL MEETINGS

9. The Council 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.

10. The Annual General Meeting shall be held at such time and place as the Committee of Management shall appoint.

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11. All General Meetings convened for the transaction of administrative business of the Council other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Committee of Management 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 the Act. If at any time there are not within the United Kingdom sufficient members of the Committee of Management capable of acting to form a quorum any member of the Committee of Management or any two members of the Council may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee of Management.

NOTICE OF GENERAL MEETINGS

13. 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 Council 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 the meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Council in General Meeting to such persons as are under the Articles of the Council entitled to receive such notices from the Council: PROVIDED THAT a meeting of the Council 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 members entitled to attend and vote thereat and

(b) In the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

15. 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 sheets and the reports of the Committee of Management ~~and Auditors~~ the election of members of the Committee of Management in place of those retiring ~~and the appointment of and the fixing of the remuneration of the Auditors.~~

16. 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 third of the members of the Council present in person shall be a quorum.

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17. 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 Committee of Management 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 members present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting of the Council. If there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Committee of Management present shall elect one of their number to be the temporary Chairman of the meeting but he shall vacate the chair as soon as the Chairman is present and willing to take it.

19. If at any meeting no member of the Committee of Management is willing to act as Chairman or if no member of the Committee of Management is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be such temporary Chairman of the meeting as aforesaid.

20. 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.

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

- (a) By the Chairman or
- (b) By at least three members present in person or by proxy or
- (c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is so demanded a declaration by the Chairman that a resolution has an a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Council 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.

22. Except as provided in Article 24 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 pull was demanded.

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

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24. A poll demanded on the election of a Chairman or on a question or adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such 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.

25. Left intentionally blank.

~~26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Council duly convened and held.~~

VOTES OF MEMBERS

26. Every member shall have one vote.

27. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction over persons mentally disordered may vote whether on a show of hands or on a poll by his committee receiver curator bonis or other person in the nature of a committee receiver or curator bonis appointed by that Court and any such committee receiver curator bonis or other person may on a poll vote by proxy.

28. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Council have been paid.

29. On a poll votes may be given either personally or by proxy.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. A proxy need not be a member of the Council.

31. 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 Council 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.

32. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"THE COLLABORATIVE INTERNATIONAL PESTICIDES
ANALYTICAL COUNCIL LIMITED

"I/ WE

"of

"in the County of

"being a member/members of the above named Council,

"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 Council to be held on

"the day of

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"and at every adjournment thereof.

"Signed this day of 2019 ".

33. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE COLLABORATIVE INTERNATIONAL PESTICIDES
ANALYTICAL COUNCIL LIMITED

"I/WE

"of

"in the County of

"being a member/members of the above named Council

"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 Council to be held on

"the day of

"and at every adjournment thereof.

" Signed this day of 2019 ".

This form is to be used *in favour of *against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired".

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

35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death mental disorder or revocation as aforesaid shall have been received by the Council at the registered office of the Council before the commencement of the meeting or adjourned meeting at which the proxy is used.

HONORARY OFFICERS

36. (A) The honorary officers of the Council shall consist of the Chairman, the Secretary, the Assistant Secretary, and the Treasurer, Subject to Sub-Article (B) hereof, the Chairman, the Secretary, the Assistant Secretary and the Treasurer shall each be entitled to hold office for a period of two years.

B) In the event of an honorary officer ceasing to be an employee of the Government Service or of the official research institute or of the University or Technical College that employed him at the time of his election to that office, he shall thereupon be deemed to have forfeited his right to continue in office, unless the Committee of Management shall otherwise determine.

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37. The Chairman, the Secretary, the assistant Secretary and the Treasurer shall be appointed by the Committee of Management.

COMMITTEE OF MANAGEMENT

38. The Committee of Management shall consist of the honorary officers for the time being of the Council ex officio together with five other Full members of the Council who shall be elected and hold office as hereinafter provided.

39. At each Annual General Meeting of the Council five members of the Council shall be elected and shall take office as members of the Committee of Management at the end of the Meeting and shall be entitled to remain in office until the end of the next following Annual General Meeting.

40. All members shall be eligible for re-election.

41. Every nomination of a person for office as a member of the Committee of Management shall be in writing signed by the member nominating and shall be left with the Secretary at the registered office of the Council at least two days before the Annual General Meeting at which the election of the person nominated is intended to be moved.

42. A casual vacancy in the office of elected member of the Committee of Management may be filled by the Committee of Management and the period of office of an elected member elected to fill a casual vacancy shall commence at the end of the meeting of the Committee of Management at which he was so elected and shall continue until the end of the Annual General Meeting next following.

43. The Committee of Management may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Committee of Management shall be valid and effective notwithstanding that it may be afterwards discovered that any member of the Committee of Management has not been properly elected or is not properly qualified.

44. No member of the Committee of Management shall be entitled to be remunerated for acting as such but may in the discretion of the Committee be given an allowance in respect of travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Committee of Management or any sub-committee thereof or any general meeting of the Council or any technical conference of the Council or otherwise howsoever in connection with the business of the Council.

BORROWING POWERS

45. The Council of Management may exercise all the powers of the Council 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 Council or of any third party.

POWERS AND PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT

46. The affairs of the Council shall be managed by the Committee of Management who may pay all expenses incurred in promoting and registering the Council as a Company and may exercise all such powers of the Council as are not by the Act or by these Articles required to be exercised by the Council in General Meeting, subject nevertheless to the provisions of the Act or these Articles and such regulations being

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not inconsistent with the aforesaid provisions as may be prescribed by the Council in General Meeting but no regulation made by the Council in General Meeting shall invalidate any prior act of the Committee of Management which would have been valid if that regulation had not been made. In particular (but without in any way limiting the generality of the foregoing) the Committee of Management may:

- (a) Delegate all or any of their powers to a sub-committee
- (b) Make and from time to time repeal or alter regulations or byelaws for the management of the Council and the affairs thereof and as to the duties of any officers or servants of the Council and as to the conduct of business by the Committee of Management or any sub-committee and as to any matters or things within the powers or under the control of the Committee of Management provided that the same shall not be inconsistent with the Memorandum of Association or these Articles
- (c) Convene technical conferences of the Council
- (d) Generally do all things necessary or expedient for the due conduct of the affairs of the Council not herein otherwise provided for

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

48. The Committee of Management may meet for the despatch of business adjourn and otherwise regulate their meetings as they may think fit and one-third of the members of the Committee of Management shall be a quorum. Two members of the Committee of Management may at any time and the Secretary shall upon the request in writing of two members of the Committee of Management summon a meeting of the Committee of Management. Notice of every meeting of the Committee of Management stating the general particulars of the business to be considered at such meeting shall be sent by post to each member of the Committee of Management at least 7 days before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

49. All questions shall be decided by the votes of the majority of the members of the Committee of Management present and voting thereon at a meeting of the Committee of Management.

50. The continuing members of the Committee of Management may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the Committee of Management the continuing members or member of the Committee of Management may act for the purpose of increasing the number of the members of the Committee of Management to that number or of summoning a General Meeting of the Council but for no other purpose.

51. The Chairman of the Council shall be the Chairman of the Committee of Management. In his absence from any meeting of the Committee of Management a Chairman shall be elected by the meeting. In the case of equality of votes the Chairman shall have a second or casting vote.

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52. The Committee of Management shall cause minute books to be kept of the proceedings at General Meetings of the Council and at meetings of the Committee of Management and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chairman or by a member of the Committee of Management present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

53. Bankers shall be appointed and may be changed by the Committee of Management and arrangements for the signature of cheques shall be governed by resolution of the Committee of Management.

54. All acts done by any meeting of the Committee of Management or of a subcommittee thereof or by any person acting as a member of the Committee of Management shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Committee of Management 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 Committee of Management.

55. A resolution in writing signed by all the members for the time being of the Committee of Management entitled to receive notice of a meeting of the members of the committee of Management shall be as valid and effectual as if it had been passed at a meeting of the Committee of Management duly convened and held.

OFFICERS AND SERVANTS

56. The Committee of Management may appoint or engage on such terms and to discharge such duties as they may think fit such officers and servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

SEAL

57. The Committee of Management shall provide a Common Seal for the purposes of the Council which shall be kept under such custody and control as the Committee of Management shall from time to time determine. The seal of the Council shall not be affixed to any instrument except pursuant to a resolution of the Committee of Management and in the presence of two members of the Committee of Management who shall sign every instrument to which the seal is affixed in their presence and every such instrument shall be countersigned by the Secretary.

ACCOUNTS

58. The Committee of Management shall cause true accounts to be kept:-

(a) of all monies received and expended by the Council and the matters in respect of which such receipts and expenditure take place and

(b) of the assets and liabilities of the Council and in such accounts assets held upon any special trusts and receipts and payments an account of such funds shall be entered separately and apart from all other assets receipts and payments and

(c) of all sales and purchases of goods by the Council.

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 Council's affairs and will explain its transactions.

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59. The Council may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Council may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during the usual business hours.

60. The Committee of Management shall lay before the general meeting of the Council in each year an income and expenditure account of the Council and a balance sheet for the year ending on the previous 31st December. Such account and balance sheet shall be accompanied by a report of the Committee of Management as to the state of affairs of the Council ~~and the report of the Auditors~~ and the balance sheet shall comply with the provisions of the Act. A copy of every balance sheet together with copies of the said reports shall not less than 21 clear days before the date of the meeting before which such balance sheet and reports are to be laid be sent to all persons entitled to receive notices of General Meetings of the Council.

~~AUDITORS~~

61. ~~Auditors shall be appointed and their duties regulated in accordance with the Act.~~
Left intentionally blank.

~~NOTICES~~

62. A notice may be served upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address for service if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of 10 days after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

63. If a member has not a registered address for service any notice shall be sufficiently served on him by posting up in the office of the Council such notice addressed generally to the member.

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

~~WINDING UP~~

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

~~Transcription into electronic form of the original document
"Memorandum & Articles of Association of: The Collaborative
International Pesticides Analytical Council Limited, Incorporated the
8th day of July, 1970"~~

~~August 2002-08-08~~

~~M.D. Müller
Chairman to CIPAC~~