

Articles of Association

copy of the Auditor's report shall be sent to every Member with notice of the Annual General Meeting subject in the case of Joint Members to the provisions of Article 44.

AUDITORS

43. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

NOTICES

44. Any notice or document may be served by the Society on any Member by sending it through the post using airmail in every case where this is available in a prepaid envelope addressed to such Member at the registered address appearing in the Register of Members or to such other address as he may supply to the Society for the giving of notices to him and any notice so served by post shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Society has notice of his death or bankruptcy. In the case of Joint Members it shall be sufficient to serve only the person named first in the Register of Members.
45. Any notice or document served by post shall be deemed to have been served at the expiration of ten days after the letter containing the same is posted and in providing such service it shall be sufficient to show that the letter containing the notice or document was properly addressed stamped and posted.

INDEMNITY

46. Subject to the provisions of the Acts (and of the Memorandum of Association) every Council Member shall be entitled to be indemnified by the Society against all costs charges losses expenses and liabilities incurred by him as a result of any claim or action being brought against him (whether or not judgement is obtained) in respect of the discharge of his duties or in relation thereto.

GENERAL

47. Headings in the Articles shall be for convenience only and shall not affect the construction of the Articles.
48. Reference to the male gender in the Articles shall be deemed to include the female gender and vice versa.

The International Wine & Food Society Limited

A Company Limited by Guarantee

Articles of Association Revised January 2008



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The Society's Constitution
Company No. 770403
The Companies Acts 1985-89
(Company Limited by Guarantee and not having a share capital)

DEFINITIONS

- In these Articles the words set out below shall have the following meanings:
 - "the Society": The International Wine & Food Society Limited
 - "the Articles": these Articles of Association
 - "the Acts": the Companies Act 1985 and every other Act for the time being in force concerning companies and affecting the Society
 - "the Council": the Council of Management for the time being of the Society
 - "the Council Members": the Members of the Council for the time being of the Society
 - "the Honorary President": the Honorary President for the time being of the Society
 - "the Chairman": the Chairman for the time being of the Society
 - "the Secretary/Treasurer": the Secretary/Treasurer for the time being of the Society
 - "the Executive Director": the person referred to in Article 25.5
 - "the Officers": the Honorary President, the Chairman, the Secretary/Treasurer and the Executive Director (if any) for the time being of the Society
 - "Area Committee": the Committee having management of an area of the world in respect of which a Charter of the Society has been granted or shall be granted pursuant to Article 39(c)
 - "Branch or Chapter": an organization formed by an Area Committee for the conduct locally of Society activities for Members
 - "the Members": the Members of the Society for the time being but so that there may be two Joint Members who shall each count as a Member in the case of a man and a woman living together as spouses at the same address
 - "the Office": the Registered Office of the Society
 - "the Seal": the Common Seal of the Society
 - "month": calendar month
 - "year": calendar year.
- Save as aforesaid any words or expressions defined in the Acts shall if not inconsistent with the subject or context bear the same meaning in the Articles.
- The Members shall be such persons as are Members at the date of adoption of these Articles and such persons as are thereafter admitted to membership by the Area Committees having geographic jurisdiction of the regions in which such persons are ordinarily resident.

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an area for which there shall at that time be an Area Committee. The areas of the world for which there are at the date of approval of these Articles existing Area Committees being:

- The Americas represented by the Board of Governors of the Americas
- Europe and Africa represented by the European and African Committee
- The Asian Pacific Zone represented by the Asian Pacific Zone Committee.

Any such charter may contain such provisions as the Council shall decide for the constitution of any Area Committee and for the formation merger and dissolution of any Area Committee which may have property or assets of its own and the manner in which property or assets acquired by any Area Committee is to be vested controlled or disposed of upon dissolution of any Area Committee and generally as to the conduct of the affairs of the Area Committee and the power of the Area Committee itself to establish such Branches or Chapters to sub-delegate any or all of its powers and to make bylaws for matters within its jurisdiction. The Council shall have the power with the consent of any Area Committee to revoke or vary any charter which has been granted.

(d) An Area Committee and any branch or chapter thereof may use the words "Wine & Food Society" in its name provided that these words shall no longer be used upon such Area Committee ceasing to be chartered and in the case of a Branch or Chapter such Branch or Chapter ceasing to be a Branch or Chapter of the Area Committee in whose area of the world it was created.

THE SEAL

- The Council shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by the authority of a resolution of the Council and so that at least one Council Member and the Executive Director or some other person approved by the Council shall each sign every instrument to which the Seal is so affixed.

ACCOUNTS

- The Council shall cause to be kept at the Office or at such other place as the Council thinks fit proper books of account with respect to:
 - all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place
 - all sales and purchases of goods by the Society
 - the assets and liabilities of the Society. 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 Society's affairs and to explain its transactions.
- A copy of the accounts (including every document required by law to be annexed thereto) which are to be laid before the Society in general meeting together with a

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Articles regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council. The chairman of each sub-committee shall cause to be circulated to each Council Member the agenda and minutes of each of the meetings of such sub-committee and if the Chairman shall think fit the working papers of such sub-committee.

36. All acts done by any meeting of the Council or sub-committee thereof or by any person acting as a Council Member shall as regards all persons dealing in good faith with the Society notwithstanding that there was some defect in the appointment of any Council Member or person acting as such or that any such Council Member or person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.

BORROWING POWERS

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

POWERS OF THE COUNCIL

38. Subject to Article 39(c) the business of the Society shall be managed by the Council which may exercise all such powers of the Society as are not by the Acts or by the Articles required to be exercised by the Society in general meeting subject nevertheless to any provisions of the Articles the provisions of the Acts and such regulations (not inconsistent with the aforesaid provisions) as may be prescribed by the Society in general meeting but no regulation so made by the Society shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.
39. (a) The Council shall have power from time to time to adopt and make alter or revoke bylaws for the regulation of the Society and otherwise for the furtherance of the purposes for which the Society is established provided that such bylaws are not inconsistent with the Memorandum of Association or the Articles.
- (b) The Council shall have power in its discretion at any time and without assigning any reason by resolution carried by at least three-quarters of those voting to declare that any Member shall no longer be a Member and thereupon such Member shall cease to be a Member.
- (c) Without prejudice to any power which the Council may have it shall have power to grant charters to establish Area Committees in any part of the world not within

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GENERAL MEETINGS

4. An Annual General Meeting shall be held once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Council. All other general meetings shall be called Extraordinary General Meetings.
5. The Council may whenever it thinks fit and shall on the requisition of ten per cent of the members in accordance with the Acts convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

6. An Annual General Meeting shall be called by at least twenty-one days' notice in writing and an Extraordinary General Meeting by at least thirty days' notice in writing exclusive in either case of the days on and for which it is given. The accidental omission to give such notice to or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at the general meeting.
7. Every notice calling a general meeting shall specify the place day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted then the notice shall specify the general nature of such business and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution the notice shall contain a statement to that effect. With every notice calling a general meeting there shall be sent to the Members a proxy form for each Member.
8. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes:
(a) reading and considering the accounts the reports of the Council and the Auditors and other documents required by the Acts to be annexed to the accounts
(b) appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter provided ten Members present in person at a general meeting shall be a quorum for all purposes.
10. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the following day at the same time and place or to such other time and place as the Members present at the time appointed shall agree. It shall not be necessary to give any notice of such adjourned meeting and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting the Members present shall be a quorum. Any Member present at the time appointed for the original meeting may appoint a proxy for him for the adjourned meeting which may be handed to the person chairing the adjourned meeting at its commencement.

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11. The Chairman shall preside as chairman at every general meeting but if there is no such Chairman or if at any meeting he shall not be present within five minutes after the time appointed for holding the same or shall be unwilling to preside the Council Members present shall choose one of their number to preside. If at any meeting no Council Member is present and willing to preside the Members present shall elect one of their number so to do.
12. 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 at which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.1 At any general meeting a resolution put to the vote of the meeting shall unless demand is made in accordance with paragraph 13.2 below be decided on a show of hands or such other method as the Chairman may direct by which the vote of each Member present in person at the meeting may be ascertained by all present at the meeting.
- 13.2 A proxy vote (poll) may be demanded either before or on the declaration of the result of any vote taken in accordance with paragraph 13.1 above by:
 - (a) the Chairman; or
 - (b) not less than three Members present in person or by proxy and entitled to vote.
14. If any votes shall have been counted which ought not to have been counted or might have been rejected the error shall not vitiate a resolution unless it be pointed out at the same meeting or at an adjournment thereof and furthermore the error shall not vitiate a resolution unless it shall in the opinion of the Chairman be of sufficient magnitude.
15. If a proxy vote is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct and the result of the proxy vote shall be deemed to be the resolution of the meeting at which the proxy vote was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the proxy vote.
16. In the case of an equality of votes the chairman of the meeting at which the vote takes place shall be entitled to a second or casting vote.
17. A proxy vote demanded on the election of a chairman of the meeting (in accordance with Article 11) or on the question of adjournment shall be taken forthwith. A proxy vote demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs and any business other than that upon which the proxy vote has been demanded may be proceeded with pending the taking of the proxy vote. No additional notice need be given of a proxy vote to be taken at an adjourned meeting as provided by this Article.

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- (e) Notice of every meeting of the Council shall be given to every Council Member or his alternate appointed in accordance with Article 27. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Council Member or his alternate shall not invalidate the proceedings at that meeting.
 - (f) No Officer shall be entitled to vote at a meeting of the Council unless he is also an Appointed Member or a Counsellor Member.
 - (g) Questions arising at any meeting including the election of the Chairman shall be determined by a majority of votes and in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
 - (h) One of the meetings of the Council as set out in paragraph 31(a) may take place by way of video or telephone conference facilities and in such circumstances none of the Council need be present in person for the purpose of forming a quorum as defined by paragraph 32 and paragraph 31(a) shall be construed accordingly.
32. Subject to paragraph 31(h) the quorum necessary for the transaction of the business of the Council shall be four including Council Members represented by alternates but so that not less than three Council Members or alternates shall be present in person with the fourth Member being considered present for the purposes of this clause if he is in telephone or video conference with the Council. Meetings of the Council for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.
 33. The continuing Council Members may act notwithstanding any vacancies in the Council's membership but if and so long as the number of Council Members is reduced below four the continuing Council Members or Council Member may act for the purpose of filling a casual vacancy or casual vacancies in the Counsellor Members but for no other purpose.
 34. A resolution in writing signed by a majority of the Council Members for the time being shall be as effective as a resolution passed at a meeting of the Council duly convened and held and may consist of several documents in the like form each signed by one or more of the Council Members. Only the Chairman may authorize the circulation of such a resolution but if there shall be a vacancy in the office of Chairman any Council Member may require the Secretary/Treasurer to circulate a resolution.
 35. The Council may from time to time and on such terms as it sees fit establish sub-committees to exercise its powers or advise on particular branches of its activities and responsibilities. Such sub-committees may be composed of Council Members or Members as the Council sees fit and may include the Executive Director. There shall be at least one Council Member on any sub-committee appointed to consider any of the following matters namely:

Awards Events Finance Journal Nominations Wine and on such other sub-committees as the Council may from time to time decide. The meetings and proceedings of all sub-committees shall be governed by the provisions of the

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as an alternate but if he attends as an alternate for an Officer who is a Council Member he shall not have the capacity of an Officer.

28. No person other than a Member may be a Council Member. No person in receipt of remuneration from the Society or carrying out work for the Society in respect of which the Society is to pay remuneration may become or remain a Council Member.
29. Membership of the Council shall be vacated:
 - (a) if the Council Member gives written notice of his desire to retire such notice being left at the Office; or
 - (b) if the Council Member has a receiving order made against him or compounds with his creditors generally; or
 - (c) if the Council Member becomes of unsound mind; or
 - (d) if the Council Member ceases to be a Member; or
 - (e) at the expiration of the term of appointment or election; or
 - (f) in accordance with Article 30.
30. The Society may by ordinary Resolution at an Extraordinary General Meeting of the Society called for that sole purpose remove any Council Member or Council Members before the expiration of his or their term of office.

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

31.
 - (a) The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Council shall meet at least twice a year, one meeting in the Spring to be known as “the Spring meeting” and in the Autumn to be known as “the Autumn meeting”, which meetings shall be in at least two different countries (unless the Council resolves otherwise).
 - (b) The Chairman shall if he is present take the chair at the meetings of the Council and if the Chairman shall not be present at a meeting Council Members present at the meeting shall elect a chairman of the meeting.
 - (c) At any time a majority of the Council Members may requisition a meeting of the Council and the Secretary/Treasurer shall thereupon summon a meeting which shall be held on a date being not less than four weeks nor more than eight weeks from the date on which the meeting was requisitioned at such time and at such place and in such country as shall be directed by the Chairman provided that the Council Members may unanimously resolve that such meeting shall be held within a shorter period and/or that the meeting may take place by way of video or telephone conference facilities.
 - (d) The Council may invite other persons whether or not Members to attend and speak but not vote at its meetings.

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VOTES OF MEMBERS AT GENERAL MEETINGS

18. No Member shall unless the Council otherwise determines be entitled to vote at any general meeting either personally or by proxy unless all monies presently payable by him to the Society have been paid. Subject as aforesaid and to Article 16 every Member shall have one vote in his own right and on a proxy vote a further vote for each Member for whom he is a proxy.
19. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision thereon shall be final and conclusive.
20. On a proxy vote votes may be given either personally or by proxy. No person other than a Member may be appointed to act as a proxy.
21. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney.
22. An instrument appointing a proxy or a facsimile of it must be left at or transmitted to and received at the Office or such other place as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or in the case of a proxy vote before the time appointed for the taking of the proxy vote) at which it is to be used and in default of this requirement shall not be treated as valid.
23. An instrument appointing a proxy may be in the usual common form or in such other form as the Council may accept and shall be deemed to confer authority to demand or join in demanding a proxy vote. It need not be witnessed and shall unless the contrary is stated thereon be valid as well for any adjournment of the meeting as for the meeting to which it relates.
24. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed provided that no intimation in writing of such death insanity or revocation shall have been received by the Society at the Office before the commencement of the meeting or adjourned meeting or the taking of the proxy vote at which the vote is given.

THE OFFICERS

- 25.1 The Officers at the date of adoption of these Articles shall continue in office until the appointment or election of other officers in their place in accordance with the provisions of the Articles.
- 25.2 The Honorary President shall be elected by the Council to be Honorary President of the Society and shall hold office until the second Annual General Meeting after the date of his election. The Honorary President shall be a Member but shall not be

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an Appointed Member or Counsellor Member. The Honorary President may attend and speak at Council Meetings but shall not be entitled to vote. The Honorary President may be re-elected without limit as to the number of terms of office and shall have such rights and duties as the Council may specify from time to time.

- 25.3 The Chairman shall be a Council Member elected by the Council to be Chairman of the Society and shall hold office for a period of two years to run from the conclusion of the meeting of the Council in which he is elected until the conclusion of the Spring or Autumn meeting of the Council as the case may be, held two years after the Chairman's election. The Chairman may be re-elected for a further one-year term or a two-year term save that no person may serve as Chairman for more than two consecutive terms totalling four years. The Chairman shall have such rights and duties as the Council may from time to time specify. The Chairman position shall rotate between the Area Committees in the following sequence (unless the Council resolves otherwise): Board of Governors of the Americas; Asian Pacific Zone Committee; Board of Governors of the Americas; and European and African Committee. In the event of a Chairman ceasing to be Chairman before the end of his two-year term by reason of resignation, death, or for any other reason, the rotation between Area Committees shall operate (unless the Council resolves otherwise) and the newly appointed Chairman's term will run for a period of two years from the conclusion of the meeting of the Council in which he is elected until the conclusion of the Spring or Autumn meeting of the Council, whichever shall first occur, following the expiration of the two-year period from his election.
- 25.4 The Secretary/Treasurer shall be an Appointed Member or a Counsellor Member elected by the Council and shall hold office until the second Annual General Meeting after his/her election. The Secretary/Treasurer may be re-elected to the post without limit.
- 25.5 The Council may from time to time appoint an Executive Director of the Society (who need not be a Member) for such period and on such terms as it thinks fit and subject to the terms of any agreement in respect thereof may terminate such appointment.
- 25.6 The Officers other than the Executive Director and if the Council thinks fit the Secretary/Treasurer shall all serve without remuneration.

MEMBERSHIP OF THE COUNCIL OF MANAGEMENT

- 26.1 The Council shall consist of the Council Members representing areas of the world ("Appointed Members") and Counsellor Members as provided for in clause 26.2.6.

THE APPOINTED MEMBERS

- 26.2.1 Subject to paragraph 26.2.5 below there shall be not more than three Appointed Members to be appointed or elected in such manner and for such terms as the Board of Governors of the Americas may from time to time prescribe.

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- 26.2.2 Subject to paragraph 26.2.5 below there shall be not more than two Appointed Members to be appointed or elected in such manner and for such terms as the European and African Committee may from time to time prescribe.
- 26.2.3 Subject to paragraph 26.2.5 below there shall be not more than one Appointed Member to be appointed or elected in such manner and for such terms as the Asian Pacific Zone Committee may from time to time prescribe.
- 26.2.4 Subject to paragraph 26.2.5 below the Council may make such arrangements as it thinks fit from time to time for the appointment or election of Appointed Members to represent Members from areas of the world in respect of which further charters may be granted in accordance with Article 39(c) hereof.
- 26.2.5 No changes to the number of Appointed Members mentioned in paragraphs 26.2.1 26.2.2 and 26.2.3 above and no provision for the appointment or election of any Appointed Member pursuant to paragraph 26.2.4 above may be made without a resolution of the Council to which at least three-quarters of the existing Council Members shall assent.
- 26.2.6 The Appointed Members shall not earlier than twelve months from the passing of this Resolution in their absolute discretion by a vote in favour of not less than five of them be entitled to appoint two Counsellor Members ("Counsellor Members") provided that each shall be from a different Area as represented by an existing Area Committee as defined by Article 39(c) and further provided that both appointments take place simultaneously. Counsellor Members so appointed shall hold their office for a period not exceeding two years from the date of their appointment and otherwise on such terms and conditions as not less than five Appointed Members shall agree upon. In the event of the retirement of a Counsellor Member for whatever reason then the Appointed Members shall by a vote of not less than five of them appoint a successor from an Area different from the Area of the continuing Counsellor Member for the remainder of the retiree's term of office. In the absence of an agreement on a successor to the retiree the term of office of the continuing Counsellor Member shall cease forthwith.
27. Any Appointed Member and any Counsellor Member may in writing appoint any person being a Member to be his alternate to act in his place at any meeting of the Council which he is unable to attend. Every such alternate shall be entitled to notice of meetings of the Council and to attend and vote there as a Council Member when the Council Member for whom he is an alternate is not present and to have a separate vote on behalf of each Council Member he is representing in addition (in the case of a Council Member in his own right) to his own vote. An Appointed Member or a Counsellor Member may at any time in writing revoke the appointment of the alternate so appointed and an alternate shall ipso facto cease to be an alternate Council Member if the person in respect to whom he was appointed ceases for any reason to be a Council Member. Subject to Article 32 every such alternate shall be deemed to be a Council Member for the meeting that he attends