

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

BRITISH JEWELLERY, GIFTWARE AND FINISHING FEDERATION

(as amended by Special Resolution passed on the 10 June 2004)

1. The name of the Company is "British Jewellery, Giftware and Finishing Federation (hereinafter "**Federation**)".
2. The registered office of the Federation will be situated in England.
3. The objects for which the Federation is established are to do all or any of the following things for the purpose of attaining the objects if and so far as allowed by law, and observing and performing whatever may be required by law in order legally to carry out such objects:
 - (a) to promote the interests of the trades represented by the trade associations which comprise the divisions of the Federation and the Members and Associate Members of the Federation as persons carrying on such trades. Such trade associations are hereinafter called "**Federated Associations**";
 - (b) to provide such services to Members and Associate Members of the Federation and to the businesses carried on by them as will benefit such Members and Associate Members or the trades carried on by them;
 - (c) to encourage other trade associations to join the Federation;
 - (d) to encourage and assist Federated Associations to increase their membership, develop their influence, extend their activities and act as spokesmen for their trade;
 - (e) to promote the consideration and discussion of all questions affecting the Federated Associations and/or their Members and Associate Members;

- (f) to give the Legislature and any departments thereof and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in the trades represented by the Federated Associations as regards matters directly or indirectly affecting such trades and to petition, confer and communicate with all or any such authorities in regard to the same;
- (g) to originate and promote improvements in the law and to support or oppose alterations therein for the benefit of the Federated Associations and/or their Members and Associate Members and for the purposes aforesaid to petition Parliament, Government Departments and other Authorities and to take such other steps and proceedings as may be deemed expedient;
- (h) to promote, watch over and protect the home and overseas trades of the Members and Associate Members of the Federation and to join in or assist in defending and prosecuting claims and proceedings against or by Members or Associate Members of the Federation in circumstances when such joining in or assisting is in the opinion of the Board of the Federation conducive to the attainment of the objects;
- (i) to print, publish, edit, issue and circulate, or to procure the printing, publishing, editing, issuing and circulating of, magazines relating to the trades represented by the Federated Associations and such papers, reports, periodicals, books, circulars and other literary undertakings of interest to all or any of the trades represented by the Federated Associations as may seem conducive to any of these objects and to solicit advertising for any such publication;
- (j) to promote, organise or support and to procure the promotion organisation or support of exhibitions, fairs, displays, conferences and seminars in relation to all or any of the trades represented by the Federated Associations;
- (k) to improve and elevate quality in manufacture in all or any of the trades represented by the Federated Associations and the technical and general knowledge of persons engaged in or about to engage in all or any of such trades or in any employment, manual or otherwise, in connection therewith and with a view thereto to provide for the delivery of lectures and the holding of classes and schools and institutes and to found and support the same either in whole or part and also to test by examination or otherwise the competence of such persons and to award such diplomas, distinctions and certificates, as may on the face of them express that they only certify the results of an examination held on behalf of the Federation and to institute and establish or join in instituting and establishing scholarships, grants, rewards and other benefactions;
- (l) to promote excellence in design and manufacture in all or any of the trades represented by the Federated Associations and just and honourable practice in the conduct of business and to suppress malpractices and so far as is lawful to initiate, conduct and join in initialling such prosecution, bankruptcy, liquidation and other proceedings, both criminal and civil, against any persons, firms or companies and to bear the expense thereof either in whole or in part;

- (m) to establish form and maintain libraries, collections of models, designs, drawings and other articles of interest to all or any of the trades represented by the Federated Associations;
- (n) (i) to conduct inquiries, collect information, search registers and records and to collate all relevant facts regarding the financial status, commercial standing and creditworthiness of persons, firms and companies engaged in business and to report such facts to Members and Associate Members of the Federation and to such other persons as subscribe to the services of the Federation where such Member, Associate Member or other person trades or proposes to trade with the subject of such report; and
(ii) to collect trade debts for Members and Associate Members of the Federation or such other persons as subscribe to the services of the Federation and to instruct, on behalf of such Members, Associate Members or other persons, solicitors, bailiffs or other professional persons or agents engaged in the business of debt collection;
- (o) to act as trustees (including trustees in bankruptcy), guarantors, agents and in such other capacity as may seem conducive to any of the objects of the Federation and either alone or with others and on such terms as may seem desirable;
- (p) to arrange and promote the adoption of equitable forms on contract, training, apprenticeship and other indentures and documents used in all or any of the trades represented by the Federated Associations and to encourage and undertake the settlement of disputes by arbitration and to act as and nominate arbitrators and experts;
- (q) to negotiate terms and conditions and to enter into binding agreements and undertakings with any trade union on behalf of any Member or Associate Member of the Federation for or concerning the employment of any such Member's or Associate Member's employees;
- (r) to establish, subsidise, promote, co-operate with, become a member of, act as or appoint agents and delegates for control of and to manage, superintend, lend monetary assistance to or otherwise assist any association incorporated or not incorporated with objects altogether or in part similar to those of the Federation;
- (s) to found, establish, undertake, superintend, administer and contribute to any education art and technical school and classes and institutions and any charitable or benevolent funds from whence salaries or remunerations may be paid or donations or advances made to teachers, masters and deserving persons who may be engaged in educational or art and technical work or may have been engaged in all or any of the trades represented by the Federated Associations or connected with any persons engaged therein and to subscribe to, contribute to or otherwise assist any charitable or benevolent institutions or undertakings;

- (t) to admit any persons to be Members or Associate Members of the Federation on such terms and to confer on them such rights and privileges as may seem expedient;
- (u) to borrow any monies required for the purposes of the Federation upon such terms and on such securities as the Federation shall think fit;
- (v) to purchase, take, lease, exchange, hire or otherwise acquire and to erect, maintain and alter any real and personal property and any rights or privileges necessary or convenient for the purpose of the Federation and to provide buildings, rooms and other facilities for the holding of Meetings of Creditors, Arbitration Meetings, Sales of Property and other meetings of benefit to the Members of the Federation and the attainment of these objects;
- (w) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Federation;
- (x) to acquire and hold shares or other securities in any companies where the services provided or products manufactured or sold would in the normal course of a Member's or Associate Member's business be used by or purchased by such Member or Associate Member and where it would be of advantage to the Members or Associate Members of the Federation for the business of such companies to be to any degree under the control or ownership of the Federation whether as a result of the Federation being able to control the price at which such services or products would be offered to Members and Associate Members of the Federation or as a result of the profits arising from the business of such companies with Members or Associate Members or with other persons firms or companies being available to the Federation;
- (y) to invest the monies of the Federation not immediately required upon such securities or otherwise in such manner as the Federation shall think fit;
- (z) to employ and pay solicitors, accountants and all such other persons as it may be deemed desirable to consult in all or any matters relating to the objects of the Federation;
- (aa) to make donations to any recognised charity whether within the United Kingdom or abroad;
- (bb) to establish and support or aid in the establishment and support of associations and institutions, pensions and other schemes, funds and trusts calculated to benefit employees and ex-employees of the Federation or its Members and Associate Members or the dependants of such persons or any other persons who in the opinion of the Federation are deserving of such treatment and to grant pensions, gratuities and allowances or to make payment towards insurance of any such persons;
- (cc) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them provided that the Federation shall not impose on its Members or

Associate Members or support with its funds or otherwise or attempt to procure the observance by its Members, Associate Members or others of any regulation which if an object of the Federation would make it a trade union;

and it is hereby declared that the objects specified in each of the sub-clauses of this clause 3 shall be regarded as independent objects and accordingly shall not be limited or restricted (except where otherwise expressed in such sub-clauses) by reference to or inference from the terms of any other sub-clause or the name of the Federation.

4. The income and property of the Federation whencesoever derived shall be applied solely towards the objects of the Federation as set forth in this Memorandum of Association.
5. Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Federation contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding five pounds. For the avoidance of doubt, the provisions of this clause 5 shall not apply to Associate Members,
6. If upon the winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever (hereinafter "**distributable property**"), the same shall be paid to or distributed among the Members of the Federation or to another institution or institutions having objects similar to those of the Federation or as determined by Members in general meeting at or before the time of such dissolution. For the avoidance of doubt, Associate Members shall not have the right to participate in distributable property.