

## **ARTICLES OF THE BRITISH COFFEE ASSOCIATION**

### **I. INTERPRETATION**

<u>Word</u>	<u>Meaning</u>
The Association	British Coffee Association
The Articles	These Articles of Association as originally framed or as altered from time to time by Special Resolution passed by 75% of the Members present and voting.
The Board	The members of the Board of the Association present at a duly convened Board meeting at which a quorum is present.
The Executive Committee	The members of the Executive Committee of the Association present at a duly convened Executive Committee meeting at which a quorum is present.
The Secretariat	Appointed by the Board responsible for the administration and servicing of the Association.
The Sub Committees	The Technical, Sustainable and Regulatory Committee; the Trade and Logistics Committee; the Arbitration and Contracts Committee; the Communications Committee; the Member Services Committee of the Association and any committee of the Board duly appointed by it.
Technical, Sustainable and Regulatory Committee	The members of the Technical, Sustainable and Regulatory Committee present at a duly convened Technical, Sustainable and Regulatory Committee meeting at which a quorum is present.
Trade and Logistics Committee	The members of the Trade and Logistics Committee present at a duly convened Trade and Logistics Committee meeting at which a quorum is present.
Arbitration & Contracts Committee	The members of the Arbitration and Contracts Committee present at a duly convened Arbitration and Contracts Committee meeting at which a quorum is present.
Member Services Committee	The members of the Members Services Committee present at a duly convened Members Services Committee meeting at which a quorum is present.

Communications Committee (including PR)	The members of the Communications Committee present at a duly convened Communication Committee meeting at which a quorum is present.
The Office	The office of the Association, Unit 6, Ground Floor, Southill Barn, Southill Business Park, Cornbury Park, Charlbury, Oxon OX7 3EW.
Full Member	A member as defined in Article 5.2 of these Articles and not ceasing to be a member in accordance with Article 7.
Associate Member	A member as defined in Article 5.3 of these Articles and not ceasing to be a member in accordance with Article 7 including a Small Company Member.
Small Company Member	A company or organisation with less than 10 employees and/or an annual turnover of less than £2million and/or which handles small volumes of coffee and/or as otherwise determined by the Board. and not ceasing to be a member in Accordance with Article 7. For membership purposes, Small Company Members will have the same terms as associate members.
Member	A Full Member or Associate Member as the case may be.
Subscription	The annual subscription fee payable by Full Members and Associate Members in accordance with the Articles.
Green Coffee Consumption	British usage, plus imports, minus exports of green coffee.
Calendar Year	From the 1 <sup>st</sup> January to 31 <sup>st</sup> December inclusive.
Month	Calendar month.
Adoption date	The date on which these articles are adopted as Articles of the Association.
UK	England, Scotland, Wales and Northern Ireland.
Executive Director	The Executive Director of the Association appointed by the Board in accordance with Article 8.12.

References to the masculine gender shall include references to the female gender.

## 2. **NAME**

The name of the Association shall be the British Coffee Association (BCA) (“the Association”).

### **3. MISSION STATEMENT**

The BCA is the representative organisation of the coffee trade and industry in the UK. The BCA represents, promotes and support all aspects of the UK coffee trade, industry, culture and consumption to foster a favourable and thriving environment for all parts of the UK coffee industry.

In this context the UK coffee industry includes roast and ground, soluble, green trade, retail, professional services and potentially all forms of the supply chain.

The culture covers those who enjoy coffee in any part of their lives, whether socially or at work.

### **4. AIMS AND OBJECTIVES**

4.1 The objective of the Association is to protect and promote coffee and the industry to regulators, politicians, media and the public.

4.2 The Association does this by focusing on:

- (a) Representing the coffee industry on technical issues to regulators and governments;
- (b) Educating the media and public to ensure an accurate understanding of coffee;
- (c) Facilitating networking and education opportunities for members.

4.3 As part of this the Association shall represent, promote, protect, safeguard and further the common interest and welfare of Members. This will include:

- Giving due consideration to the sustainable management of coffee resources and processing and to improving the standard of living and working conditions of people engaged in the coffee sector;
- Formulating Standard Forms of Contract, Conditions of Sale and Arbitration Rules & Procedures and to provide all necessary administration and facilities in connection with the conduct of arbitrations including the collection of fees and the payment of arbitrators;
- Establishing or supporting benevolent or charitable institutions connected with the coffee trade and industry.

### **5. MEMBERSHIP**

5.1 There shall be two classes of membership:

- (a) Full Membership
- (b) Associate Membership (including Small Company Members)

The rights attached to each class of membership shall be the same except where otherwise stated in these Articles.

5.2 Full Membership of the Association shall be open to any company operating, trading or with professional interests in the UK (other than a Small Company) who:

- (a) has a business/division substantially based on the manufacturing and/or sale or supply of coffee, including in and out of home, cafes, coffee shops and all associated areas; and/or
- (b) has a primary function of buying and/or selling physical coffee and/or coffee futures and/or acting as an intermediary between such companies. and/or
- (c) the Executive Committee determines.

- 5.3 Subject to Executive Committee approval, Associate Membership shall be open to any person or company operating in or outside the UK, whose business:
- (a) includes the functions listed under 5.2; and/or
  - (b) functions such as, but not limited to, the transportation, warehousing, insuring, financing of green and/or processed coffee and/or any other function which the Association deems to be of benefit; and/or
  - (c) is a Small Company; and/or
  - (d) the Executive Committee otherwise determines.
- 5.4 All Members of the Association shall be entered on the Register of BCA Members from time to time, which shall be kept at the Office.
- 5.5 Applicants for membership of the Association shall make an application in writing in such form, with such particulars as the Association may prescribe, to include their desired category of membership.
- 5.6 If the names of two or more companies, where one is the holding company of the other company or companies, are at any time entered on the register of members of the Association, only the holding company shall be entitled to exercise and enjoy the rights of membership and be liable as a Member to the exclusion of any other such company in accordance with Article 7.2b).
- 5.7 Election of any applicant shall be at the absolute discretion of the Executive Committee, which shall be entitled to decide on each application as it sees fit without giving any reason for declining or accepting any application.
- 5.8 Members agree to refrain from issuing statements or taking action that may be contrary to the interests of any part of the coffee industry.
- 5.9 The Association may enjoy and utilise membership of any representative EU or other organisation as the Board see fit provided that its aims and objective are in whole or in part similar to those of this Association.
- 5.10 Membership of the Association shall not exclude Members from joining any other organisation or association provided their aims and objectives are compatible with those of the Association.

## **6. ANNUAL SUBSCRIPTIONS**

- 6.1 The Subscription of each member shall be fixed by the Board annually at the AGM.
- (a) For Full Members the subscription will be based on the volume of British Green Usage /Green Coffee Consumption of the relevant member in the preceding year, or on a fixed fee plus a variable fee based on the number of retail outlets.
  - (b) For Associate Members, an annual fee will be set by the Board at its discretion.
- 6.2 The Subscription shall be payable within one month of receiving the invoice.
- 6.3 Every Full Member shall send to the Association on or before 31<sup>st</sup> January in each year and upon its election to membership a written statement showing Green Coffee Consumption and the

turnover of the coffee business it does in the UK, for the preceding calendar year. If the Board so requires the statement shall be certified by the member's auditor.

6.4 A new Members' Subscription shall become payable on acceptance of membership and shall cover the remaining period of the year on a pro-rata basis.

6.5 A Member who for any reason ceases to be a member of the Association shall not be entitled to a return of any part of the Subscription, or any other monies or sums paid to the Association.

## **7. WITHDRAWAL / CESSATION OF MEMBERSHIP**

7.1 A Member may withdraw from the Association at any time on giving to the Secretariat not less than three months' notice in writing. Failure to issue such notice before the 30<sup>th</sup> day of September of any year shall indicate and commit the Member to continued membership for the following year.

7.2 A Member shall forthwith cease to be a Member: -

- a) if it resigns its membership by notice to the Association in accordance with article 7.1;
- b) if it becomes after the adoption date a subsidiary of another company which is a Member or is in the same group as a Member and the Board resolves that it cease to be a Member;
- c) if it goes into liquidation or a receiver or similar officer is appointed for the whole or any part of its undertaking or assets;
- d) if it fails to pay the whole or any part of any Subscription, or other fee payable to the Association within three months from the date on which it became due for payment and the Board resolves that it cease to be a Member, or
- e) if, in the opinion of the Board, it is guilty of conduct rendering itself unfit to be a Member and/or in breach of these Articles and the Board resolves by a majority of two thirds of those voting on the resolution that it cease to be a Member.

7.3 If the Board proposes that a Member shall cease to be a Member under sub-paragraph (b) (d) or (e) of Article 7.2, it shall:

- a) give to the Member at least fourteen clear days' notice of the place and time of the meeting of the Board at which the resolution for its cessation of membership is to be put and of the grounds on which it is to be put;
- b) permit the Member to attend the meeting and (before the resolution is put to the vote) allow its Member or representative to give orally or in writing any explanation or defence of its conduct he/she may think fit; and
- c) provide written reasons of its decision to the Member.

7.4 If a Member ceases to be a Member its name shall be removed from the register of BCA Members kept at the Association's office.

7.5 Without prejudice to clause 7.3 the Board may in its absolute discretion at any time give a Member not less than three months' notice in writing of the termination of its membership. The membership of that member will end on the expiry of such notice. The Board will not be obliged to give any reason for such a decision.

## **8. BOARD**

- 8.1 The Association will form a Board at its Annual General Meeting
- 8.2 The responsibilities of the Board are to:
- a) Manage and set strategies to achieve the Association's aims and objectives;
  - b) Assess budget/resource needs of the Association.
- 8.3 The ultimate authority of the affairs of the Association shall vest in the Board, which will hold the Executive Committee to account.
- 8.4 The Chairman and Vice-Chairman of the Board shall be elected from the Full Members only at the Annual General Meeting. The Chairman and Vice-Chairman of the Board shall retire each year at the conclusion of the Annual General Meeting, but shall be eligible for re-election for a maximum period of one further year.
- 8.5 Each Full Member shall be entitled to appoint a representative and an alternate representative to the Board provided that person must be a senior officer (preferably a managing director or chief executive or equivalent) empowered to make decisions on behalf of the relevant Member.
- 8.6 Associate Members shall not be entitled to appoint a representative to the Board.
- 8.7 The Chairmen, or their alternates, of the Sub Committees shall be entitled to attend Board meetings but shall not be entitled to vote at the Board meeting if there is already a representative of the Member at that Board meeting unless they have been appointed as an alternate under Clause 9.5.
- 8.8 Every alternate shall be entitled to attend and vote as a member of the Board at any meeting of the Board and generally to perform all the functions of a member of the Board in their absence.
- 8.9 Except as otherwise provided in these Articles, an alternate shall be deemed for all purposes to be a member of the Board, for the period of the appointment.
- 8.10 Any appointment or removal of an alternate should be made by notice signed by the person making it and given to the Association, or communicated in any other manner approved by the Board.
- 8.11 The Board may appoint an Executive Director who shall be under the control and direction of the Board. The Board may leave this position vacant if from time to time they shall consider it expedient.
- 8.12 The Executive Director and BCA Secretariat shall be present at meetings of the Board and meetings of the Sub Committees of the Association, unless the Board shall decide otherwise, but not entitled to vote.
- 8.13 Officers of the Association shall at all times act in accordance with the instructions of the Board.
- 8.15 All Board meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

## **9. MEETINGS OF BOARD, POWERS AND PROCEEDINGS**

- 9.1 The Board shall meet at least twice a year, one of those meetings must be the Annual General Meeting of the Association, at which it shall proceed to elect from its members a Chairman and Vice-Chairman of the Board for the following year.

- 9.2 The Chairman or Vice-Chairman and any four Members of the Board may, at any time, call a meeting. Six Full Members shall constitute a quorum for any Board Meeting. The Chairman shall not have a casting vote. The Board shall have full power to appoint any Sub-Committee of its Members, for any special or temporary purpose as they may think fit, and may delegate to such Sub-Committee all such duties, powers and privileges as they may think fit. They shall also have full powers to make such rules and regulations for the transaction of the Committee's business as its Members may determine by majority, and the various sub-Committees, subject to any directions of the Board. The Board shall have full power with respect to its own business.
- 9.3 The Board shall have full power to make all such decisions, provisions or bye-laws, not being inconsistent with these Articles, as they may think expedient for the regulation and administration of the affairs of the Association, and for carrying out the objectives of the Association and such provisions or bye-laws may be altered, extended or annulled from time to time, as the Board may think proper to include the recruitment, remuneration and termination of employment of any employee.
- 9.4 Associate Members may attend Board meetings as observers but shall not be entitled to a vote.
- 9.5 Each Full Member shall be entitled to appoint a representative and an alternate representative to the Board provided that person must be a senior officer (preferably a managing director or chief executive or equivalent) empowered to make decisions on behalf of the relevant Member.

## **10. EXECUTIVE COMMITTEE**

The Executive Committee is responsible for running the Association on a day-to-day basis, in accordance with and subject to the Board's direction.

- 10.1 The responsibilities of the Executive Board are to:
- a) develop strategic planning of the Association forming recommendations to the Board;
  - b) develop, promote and manage promotional activities of the Association;
  - c) create and manage funds for promotional activities and other financial planning, and
  - d) report actions to the Board at every meeting.
- 10.2 Membership of the Executive Committee shall comprise of:
- a) the Chairman and Vice-Chairman of the Board;
  - b) the Secretariat
  - c) the Executive Director
  - d) the chairs of each Sub Committee.
  - e) Such other persons as may be determined
- 10.3 The Executive Director shall also be the Chairman of the Executive Committee.
- 10.4 The Executive Committee shall meet at least twice a year. Four Members of the Executive Committee may at any time call a meeting. Four Full Members shall constitute a quorum.
- 10.5 The Executive Committee shall have full power to make such rules and regulations, not being inconsistent with these Articles, for the transaction of the Board's business as its members may think expedient, subject to any directions by the Board.
- 10.6 Full Members may attend Executive Committee meetings as observers with the prior approval of the Executive Director. Associate Members are also entitled to attend as observers entitled to attend.
- 10.7 All Executive Committee meetings shall be held in accordance with all relevant laws, policies and

procedures from time to time in force.

## **11. THE SECRETARIAT AND THE EXECUTIVE DIRECTOR**

- 11.1 The Board shall agree and appoint staff as appropriate to provide sufficient manpower to meet the Associations requirements.
- 11.2 The Secretariat shall be responsible for management and administration relating to all aspects of the Association under the control of the Chairman and Board.
- 11.3 The Board may appoint an Executive Director; in such case the Executive Director shall assume leadership of the Secretariat. The Executive Director shall be responsible for day to day operation of the Association under the control and direction of the Board.
- 11.4 The Secretariat shall provide service and administration to all Association Sub Committees as defined in the Articles and shall additionally provide such services to any other Sub Committee or Working Group when requested by the Chair.

## **12. TECHNICAL, SUSTAINABLE AND REGULATORY SUB COMMITTEE**

- 12.1 The Association will form a Technical, Sustainable and Regulatory Committee.
- 12.2 The responsibilities of the Technical, Sustainable and Regulatory Committee are to:
  - a) monitor and develop strategies to deal with technical, sustainable and regulatory issues;
  - b) establish contact with appropriate government departments and external bodies;
  - c) develop position statements in conjunction with the Communications Committee;
  - d) assist the Association in achieving its aims and objectives.
- 12.3 Each Full Member shall be entitled to appoint a representative or an alternate representative to the Technical, Sustainable and Regulatory Committee provided that person must be a Regulatory/Technical Manager or equivalent. Its Chairman shall be elected from members of the Technical, Sustainable and Regulatory Committee and ratified at the Annual General Meeting of the Association for the ensuing year and shall be eligible for re-election.
- 12.4 Notwithstanding Article 12.3, the Board may agree to limit the number of representatives to the Technical, Sustainable and Regulatory Committee and to adopt suitable rules to achieve this aim, always taking into account the interests of the Members.
- 12.5 The Technical, Sustainable and Regulatory Committee shall meet at least twice yearly. The Chairman or Vice-Chairman and any four Members of the Technical, Sustainable and Regulatory Committee may at any time call a meeting. Six Full Members shall constitute a quorum. The Chairman shall not have a casting vote.
- 12.6 The Technical, Sustainable and Regulatory Committee shall have full power to make such rules and regulations, not being inconsistent with these Articles, for the transaction of the committee's business as its members may think expedient, subject to any directions of the Board.
- 12.7 Associate Members may attend Technical, Sustainable and Regulatory Committee meetings as observers.
- 12.8 All meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

### **13. TRADE AND LOGISTICS COMMITTEE**

- 13.1 The Association will form a Trade and Logistics Committee.
- 13.2 The responsibilities of the Trade and Logistics Committee are to:
- a) to represent the interests of the Association in all matters relating to transport, warehousing, insurance, futures markets, the green trade and any other issue that the Board may consider to be of benefit to the Association;
  - b) monitor legislation and any other activity which may have an impact on the interests of the Association stipulated under Article 13.2a);
  - c) maintain contact with similar organisations.
- 13.3 Members of the Trade and Logistics Committee shall be representatives of Full Members or Associate Members and shall be appointed by the Board at the Association's Annual General Meeting. Its Chairman shall be elected from members of the Trade and Logistics Committee and ratified by the Board of the Association for the ensuing year and shall be eligible for re-election.
- 13.4 The Board shall remove or add representatives, as it deems appropriate.
- 13.5 Members of the Trade and Logistics Committee shall be specialists in the matters referred to in Article 13.2 a).
- 13.6 The Trade and Logistics Committee shall meet at least twice yearly. The Chairman and Vice-Chairman may at any time call a meeting. Three Members of the Trade and Logistics Committee shall constitute a quorum.
- 13.7 The Trade and Logistics Committee shall appoint from amongst its Members a person or persons whose responsibilities shall be to oversee specific objectives of the Association. Any such person shall, with the approval of the Trade and Logistics Committee, have the power to appoint subgroups to assist in achieving the relevant objectives.
- 13.8 All meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

### **14. ARBITRATION AND CONTRACTS COMMITTEE**

- 14.1 The Association will form an Arbitration and Contracts Committee.
- 14.2 The responsibilities of the Arbitration and Contracts Committee are to:
- (a) work within, respect and administer to the rules of arbitration as agreed by the Board.
  - (b) recommend a panel of arbitrators to the Board annually;
  - (c) formulate and protect and safeguard any standard contracts and arbitration rules and procedures adopted by the Association;
  - (d) monitor legislation and any other activity which may have an impact on its standard contracts and/or arbitration rules;
  - (e) maintain contact with similar organisations.
- 14.3 Members of the Arbitration and Contracts Committee shall be representatives of Full Members or Associate Members or others as deemed suitable and shall be formally appointed at Board Meetings. Its Chairman shall be elected from the Members of the Arbitration and Contracts Committee and ratified by the Board of the Association for the ensuing year and shall be eligible for re-election.
- 14.4 The Board shall remove or add representatives as it deems appropriate.
- 14.5 Members of the Arbitration and Contracts Committee shall be specialists in arbitration and/or

contractual matters.

- 14.6 The Board shall grant such plenary powers as is necessary to the Arbitration & Contracts Committee to enable it to perform its duties.
- 14.7 The Arbitration and Contracts Committee shall meet at least quarterly. The Chairman may at any time call a meeting. For its ordinary business three members of the Arbitration and Contracts Committee shall constitute a quorum.
- 14.8 Should the Chairman consider it appropriate in the interests of speed, appointments and decisions to be decided upon under its plenary powers may be made after consultation by email, facsimile or telephone without the need of calling for a meeting.
- 14.9 Meetings of the Arbitration & Contracts Committee shall not be open to observers other than the Chairman and Vice-Chairman of the Board or their appointed alternates.
- 14.10 All meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

## **15. MEMBER SERVICES COMMITTEE**

- 15.1 The Association will form a Member Services Committee
- 15.2 The Member Services Committee is responsible for leading on retaining existing Members and acquiring new members. As such it will:
  - (a) shape the services provided to Members;
  - (b) look at introducing new services to increase loyalty or appeal to new audiences;
  - (c) shape recruitment drives aimed at core segments of potential members (large retailers, food eservice, independent retailers or roasters etc)
  - (d) potentially explore tie ups with external suppliers to give Members discounts on services.
- 15.3 Members of the Members Services Committee shall be appointed by the Board at the Association's Annual General Meeting and comprise of up to eight Full Members. Its Chair shall be elected from its members and ratified by the Board of the Association for the ensuing year and shall be eligible for re-election.
- 15.4 The Chair of the Board may remove or add members as it deems appropriate.
- 15.5 The Member Services Committee shall meet at least twice yearly. The Chairman and/or Vice-Chairman may at any time call a meeting. Three members of the Member Services Committee shall constitute a quorum.
- 15.6 All meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

## **16. COMMUNICATIONS COMMITTEE**

- 16.1 The Association will form a Communications Committee.
- 16.2 The Communications Committee shall be responsible for protecting and promoting the reputation of the coffee industry, and Association by.
  - (a) formulating a communications strategy;
  - (b) undertaking and supporting initiatives to include member recruitment advocating on behalf of the coffee industry;

- (c) working with the BCA's communications agency to deliver a clear strategy in accordance the Association's business objectives and priorities.
- 16.3 Members of the Communications Committee shall be appointed by the Board at the Association's Annual General Meeting and comprise of up to eight Full Members. Its Chair shall be elected from its members and ratified by the Board of the Association for the ensuing year and shall be eligible for re-election.
- 16.4 The Chair of the Board may remove or add members as it deems appropriate.
- 16.5 The Communications Committee shall meet at least twice yearly. The Chairman and/or Vice-Chairman may at any time call a meeting. Three members of the Communication Committee shall constitute a quorum.
- 16.6 All meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

## **17. ANNUAL GENERAL MEETING**

- 17.1 The Annual General Meeting of the Association shall be held in March or as near as possible in each year, at such time and place as the Board may determine and will include the following business:
  - (a) A report of the proceedings of the Association during the preceding year shall be submitted together with a statement of accounts showing receipts and disbursements during the twelve months ended on 31 December in the previous year, the correctness thereof being duly certified by the Chairman;
  - (b) The following shall be elected: the Chairman and Vice-Chairman of the Board
  - (c) Ratification of the Chairman of each of the Association's Sub Committees.
  - (d) Any other business which the Board shall, in its absolute discretion, determine.
- 17.2 28 days' notice of date, time and place of the AGM shall be given in writing to each Member.
- 17.3 All meetings shall be held in accordance with all relevant laws, policies and procedures from time to time in force.

## **18. VOTING**

- 18.1 Providing that a meeting is quorate in accordance with clauses 9.2, 10.4, 12.5, 13.6, 14.7, 15.5 and 16.5 voting at all meetings shall be by a show of hands. Every Full Member who is present by an authorised representative shall have one equal vote. All questions arising at a meeting of the Association, except questions concerning alterations to these Articles (which shall require 75% of those present and voting in favour), shall be decided by a majority of the Full Members present and voting provided always that The Chairman shall not have a casting vote.
- 18.2 A Member entitled to vote at a meeting may appoint any other person (who need not be a member) as his proxy to vote.
- 18.3 In the event of a dispute or veto over a decision the Board will form an ad hoc committee and convene a special meeting. The ad hoc committee shall comprise the Chairman and Vice-Chairman of the Board and the Executive Director as well as any other person(s) the Chairman of the Board considers appropriate. The Committee shall recommend a resolution to be

formally put forward to the Board, who shall convene a meeting within 30 days of receipt of the recommendation.

## **19. DISSOLUTION**

19.1 The Association may be dissolved by a resolution passed in accordance with the provisions of this Article 20 provided that not less than 28 days notice in writing of any such proposal shall have been given to all the Members.

### **19.2 INCOME AND PROPERTY**

The income and Property of the Association shall be applied solely towards the promotion of its objectives as defined in the Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of a dividend, bonus or otherwise how so ever by way of profit, to members of the Association (and no members of its Board of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association).

Provided that nothing herein shall prevent any payment in good faith by the Association;

19.3 of reasonable and proper remuneration to any member, officer or servant of the Association, for any services rendered to the Association;

19.4 of proper and reasonable fees paid to any member of the Association, including Board members, for acting as an Arbitrator or on a committee of appeal;

19.5 of reasonable and proper fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member; and

19.6 to any member of its Board or Committees of out of pocket expenses.

19.7 If upon Dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other Institution having similar objectives to that of the Association, and which shall prohibit the distribution of its or their income and property to any member of the Association, and if so far as effect cannot be given to such provision, then to some charitable object.

## **20. LIABILITY**

To the maximum extent permissible by law neither the Association nor any of its officers, servants or agents shall be legally responsible, whether or not negligence is proved, for any advice, information or material supplied in good faith or on behalf of the Association to any Member.

## **21. CONFIDENTIALITY**

Information from Members passed to the Association shall be handled in a confidential manner by the Executive Director and the BCA Secretariat. All identifiable names shall be removed by the Executive Director or BCA Secretariat from data before passing it on to the Board, Executive Committee or Sub Committees. Any information being exchanged between Members should not include information regarding proprietary products and processes, ingredients, recipes and know-how, business plan or plans, inventions, designs, methods, systems improvements, trade secrets, trade terms, prices or other private matters.