

## SECOND SCHEDULE

Article 5

### MEMBERSHIP AND PROCEEDINGS OF THE COUNCIL

1. The members of the Council shall hold office for such term, not exceeding four years, as the Ministers may determine and on the expiry of their term shall be eligible for reappointment.

2.—(1) If a member, appointed as an independent member, after his appointment acquires a financial or industrial interest which the Ministers consider is likely to affect him in the discharge of his functions as a member of the Council, the Ministers may by written notice given to him terminate his appointment from such date as may be specified in the notice.

(2) If a member appointed as an independent member so conducts himself, in respect of any financial or industrial interest which he has at the time of his appointment, that the Ministers consider that that interest is likely to affect him in the discharge of his functions as a member of the Council, the Ministers shall request him in writing to satisfy them within such period as is specified in the request that he has ceased to have that interest and if he fails within that period so to satisfy the Ministers, the Ministers may by written notice given to him terminate his appointment from such date as may be specified in the notice.

3. Subject to paragraph 4 below, a quorum of the Council shall be such number as the Council may decide not being fewer than eight and shall include at least two members who are not producers.

4. The Council may appoint committees of their members, may authorise any such committee to discharge such functions of the Council as may be specified in the authorisation and may determine the quorum and procedure of any such committee.

5. The seal of the Council shall not be applied to any document except by the authority of the Council or a duly authorised committee of members of the Council and the application of the seal shall be authenticated by the signatures of two members of the Council.

6. Any contract or instrument which, if entered into or executed by a person not being a body corporate, would not require to be under seal, may be entered into or executed on behalf of the Council by any person generally or specially authorised by it for the purpose.

7. Any document purporting to be a document duly executed or issued either under the seal of the Council authenticated in the manner provided by this Schedule or on behalf of the Council, or purporting to be signed by the secretary to the Council or any person authorised to act in that behalf, shall, until the contrary be proved, be deemed to be a document so executed, issued or signed as the case may be.

8. The Council may pay its members any expenses properly incurred by them in the business of the Council and may pay such remuneration and allowances to any of the members of the Council as the Ministers may determine.

9. Without prejudice to paragraph 3, the validity of any proceedings of the Council shall not be affected by any vacancy amongst its members.

10. Minutes shall be kept of the proceedings of the Council and any such minutes shall, if signed by any person purporting to have acted as chairman of the meeting or at a meeting at which they were read, be evidence of the proceedings at the first-mentioned meeting, and a meeting to which any such minutes relate shall, unless the contrary is proved, be taken to have been regularly convened and constituted.

11.—(1) A member of the Council, shall, if he is in any way directly or indirectly interested in a contract or any other transaction made or proposed to be made by the Council, disclose the nature of his interest at a meeting of the Council as soon as possible after the relevant circumstances have come to his knowledge.

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(2) Any disclosure made by a member under the foregoing sub-paragraph shall be recorded in the minutes of the Council, and that member shall not take part after the disclosure in any deliberation or decision of the Council with respect to that contract or other transaction, but may, nevertheless, be taken into account for the purpose of constituting a quorum of the Council.

**12.** The Council shall have an office in Great Britain at which communications and notices shall at all times be received and shall notify the Ministers of that address and any change of address.