

# British Ceramic Confederation

---

CONSTITUTION  
adopted on 12<sup>th</sup> June 2001

---

## **Preliminary**

1. The name of the organisation is "British Ceramic Confederation" ("the Confederation").
2. The office of the Confederation shall be at Federation House, Station Road, Stoke on Trent.
3. In this Constitution:
  - 3.1 the following expressions shall have the following meanings unless the context otherwise requires:
    - 3.1:1 "the Industry" means all sectors of the ceramic manufacturing industry in the United Kingdom, and includes the manufacture and processing of domestic and industrial ceramics, electro-ceramics, ceramic tiles and sanitaryware, heavy clay products, clay pipes, refractories, ceramic materials and other supplies or services to the ceramic manufacturing industry;
    - 3.1:2 "Sector Association" means any association representing a sector of the Industry which is recognised as such by the Board;
    - 3.1:3 "the Board" means the Board of Management of the Confederation constituted by clause 24 hereof;
    - 3.1:4 "Members" means the members of the Confederation from time to time and "Member" means any individual member;
    - 3.1:5 " Chief Executive" means the chief executive of the Confederation employed from time to time in accordance with clause 5.1;
    - 3.1:6 "Group of Companies" means a holding company and each of its subsidiary companies (within the meaning of section 736 of the Companies Act 1985) and member of a Group shall be construed accordingly;
    - 3.1:7 "General Meeting" means any Annual General Meeting or Special General Meeting;
    - 3.1:8 "Sector" means each sector of the Industry identified by the Board and to which Members are allocated pursuant to clause 7.3.
  - 3.2 Headings to clauses are inserted for convenience only and shall not affect its construction.

### **objects and powers**

4. The objects of the Confederation shall be the promotion of the prosperity and well-being of the Industry for the benefit of

Members, by such means as shall from time to time be determined by the Board, and may, if so determined, include (without limitation):

- 4.1 acting as a channel of communication, and as a representative body on behalf of the Industry, in discussions and negotiations with governments, public authorities and other industries within the United Kingdom, the European Union, and internationally;
  - 4.2 the provision of administrative and other services for or to the Sector Associations, any other organisations, groups or persons serving the Industry, British Ceramic Confederation Climate Change Levy Limited, British Pottery Manufacturers' Federation Club and British Pottery Manufacturers' Federation (Trustee) Ltd, as may be requested or required from time to time;
  - 4.3 the provision of employment and environmental services for Members and the giving of advice and assistance in matters concerning wages, conditions of employment, health and safety, the environment, and other matters of common interest;
  - 4.4 undertaking promotional activity and publicity on behalf of the Industry, and sponsoring or supporting exhibitions and trade missions;
  - 4.5 collating and disseminating technical and trade information and giving advice and assistance to Members on legislation and legislative proposals concerning the Industry;
  - 4.6 acting on behalf of the Industry to further its interests in education and training.
5. In the fulfilment of its objects the Confederation shall have power:
- 5.1 to employ a Chief Executive on terms to be determined by the Board and with such delegated powers as may be so determined;
  - 5.2 to employ such other staff and to engage such consultants and advisers as the Board may determine;

- 5.3 to enter into membership of national, European and international organisations on behalf of the Industry upon such terms as the Board may agree;
- 5.4 to raise funds to meet the costs and provide for the anticipated costs of such activities as the Board shall decide to undertake in fulfilment of the objects and powers of the Confederation, and to charge such costs against the Sector Associations or, where appropriate, any of their respective members and other Members as the Board shall determine.

### **membership**

- 6. Membership of the Confederation shall be open only to:
  - 6.1 corporate bodies carrying on business within the Industry; and
  - 6.2 corporate bodies which are producers of ceramic materials, manufacturers of plant and machinery for the Industry, or other suppliers to the Industry.
- 7.1 No corporate body shall be admitted to membership of the Confederation without the prior written approval of the Board and unless it has agreed to be bound by this Constitution.
- 7.2 Applications for membership shall be in writing in such form as the Board may from time to time determine and the Board may decline to accept any application for membership without assigning any reason.
- 7.3 The Board shall from time to time identify sectors of the Industry and allocate each Member to such a sector as the Board shall determine having regard to the activities of the Member.
- 8. Corporate bodies which are Members at the date of adoption of this Constitution shall be Members so long as they remain eligible for membership in accordance with clause 6.
- 9.1 Without prejudice to clause 7 where a corporate body is a member of a Group of Companies of which no other member is already a Member, that corporate body shall not be eligible to remain or become a Member unless all other corporate bodies which are engaged in business in the Industry and are or which become members of the same Group of Companies apply for

membership at the same time, or within 3 months of becoming a member of the same Group of Companies as any Member provided nevertheless that the Board may waive the application of this requirement if it sees fit.

- 9.2 If a Member being a member of a Group of Companies ceases to be member of the Confederation whether by resignation, expulsion or termination or is suspended as a Member then the membership of the Confederation of all members of the same Group of Companies who are Members shall also cease or be suspended at and in the case of suspension for the same time provided nevertheless that the Board may waive the application of this requirement if it sees fit.

### **sector associations**

10. Any association (whether incorporated or not) of corporate bodies, whose members carry on business in the Industry, may apply to be recognised by the Board as a Sector Association and the Board may approve (subject to such conditions as it may determine) or decline (without giving any reason) as it thinks fit any such application.
11. Each Sector Association shall be independent of the Confederation in the conduct of its own affairs and the management of its own property and funds and the application and disposal thereof.
12. The Chairman of any Sector Association, or another of its officers duly authorised in writing on his behalf, shall be entitled to attend all General Meetings of the Confederation and to speak thereat, but shall have no right to vote, either on a show of hands or on a poll, on any resolution proposed at any such meeting.
13. Every Sector Association shall:
- 13.1 during the month of January in each year furnish to the Confederation a list of its existing officers and members;
- 13.2 treat and require its officers, employees and members and in the case of members to require its officers and employees to treat all information obtained by virtue of its being a Sector Association and which is not in the public domain as strictly confidential and not to be communicated either directly or indirectly to any person

or corporate body not being a Member or member of another Sector Association or officer or employee of such person without the written consent of the Board both whilst it is and after it has ceased to be a Sector Association or member of a Sector Association respectively;

- 13.3 require as a condition of membership of the Sector Association that any of its members for the time being, who are eligible but not already Members apply for membership of the Confederation and that any of its members who are or become Members remain as Members provided nevertheless that the Board may waive the application of this requirement if it sees fit;
- 13.4 when so requested by the Board, furnish to the Board such information as it may reasonably require as to the association's continued eligibility for registration as a Sector Association.
- 14. Except as otherwise agreed in writing by the Board, no part of the expenses of any Sector Association shall be a charge on the funds of the Confederation, nor shall a Sector Association be responsible for any financial or other liabilities of the Confederation.

### **rights and obligations of members**

- 15. Every Member shall:
  - 15.1 pay to the Confederation such entrance fee (if any) annual subscriptions and contributions at such rates as shall from time to time be fixed by the Board, such payments to be made at the times, in the manner and subject to the conditions prescribed by the Board or as determined in General Meeting;
  - 15.2 provide to the Board such information and evidence (including as to turnover of the Member in the Industry) as it may require to enable the Confederation to assess the amount of any payment, subscription or contribution due to the Confederation from the Member;
  - 15.3 in the event of the Member or its auditors failing to furnish to the Confederation in due time any such information as mentioned in clause 15.2, pay to the Confederation such amounts as shall be due under a determination by the Board of the basis on which a payment shall be provisionally levied on such Member and, any

further payment due from the Member or any repayment due to it shall be made forthwith after the amount finally due shall have been ascertained;

- 15.4 pay to the Confederation on demand interest on any amount due from the Member to the Confederation which is not paid by the due date for its payment calculated on a daily basis (after as well as before judgment) at the rate of 4% above the base rate from time to time of National Westminster Bank plc from the due date until the actual date of payment;
- 15.5 observe the provisions of this Constitution and all regulations of the Board for the time being in force;
- 15.6 indemnify the Confederation against any loss or damage costs and expenses which it may sustain through any wilful act or default of the Member, which is a breach of clause 15.5;
- 15.7 treat, and require its officers and employees to treat, all information obtained by virtue of membership and which is not in the public domain as strictly confidential and not to be communicated either directly or indirectly to any person or corporate body not being a Member without the written consent of the Board, both whilst it is and after it has ceased to be a Member;
- 15.8 when required by the Board, furnish to the Board promptly such information as it may reasonably require as to the Member's continued eligibility for membership.

### **resignation and removal**

- 16.1 Subject to the provisions of clause 16.2 hereof, a Member may resign its membership by giving notice in writing to the Confederation at least six months before the expiry of any financial year of the Confederation. Subject to the Member paying, with such notice or by such later date as the Board may determine, any unpaid subscription (and interest) due in respect of the current and previous years and any other contribution which the Member shall have undertaken to make to the Confederation and also the subscription for any subsequent year which the Member shall on its election have given any undertaking to pay, the Member shall cease to be a Member at the end of such financial year.

- 16.2 No Member shall be entitled to give notice of resignation until it shall have been a Member for at least 12 months.
- 16.3 A Member giving notice of resignation shall be bound to discharge all obligations of membership until the Member's membership ceases under clause 16.
17. The membership of any Member shall terminate immediately if:
- 17.1 the Member makes any composition or arrangement with its creditors generally;
- 17.2 any order is made or resolution is passed for the winding up of the Member other than for the purposes of a solvent amalgamation or reconstruction approved by the Board (such approval not to be unreasonably withheld or delayed);
- 17.3 an administration order is made in respect of the Member;
- 17.4 a receiver or administrative receiver is appointed over any part of the assets or undertaking of the Member;
- 17.5 the Board gives written notice to the Member expelling the Member where:
- 17.5:1 the Member has committed any act or omission which in the opinion of the Board is substantially damaging to the reputation of the Confederation; or
- 17.5:2 in the opinion of the Board the Member is in material breach of its obligations of membership or this Constitution and if remediable such breach has not been remedied to the satisfaction of the Board within 30 days of written notice from the Board specifying the breach and requiring its remedy; or
- 17.5:3 the Member ceases in the opinion of the Board to be eligible for membership pursuant to clause 6.1; subject to
- 17.5:4 in each case the relevant Member having had an opportunity on not less than 14 days written notice from the Board to make representations to the Board before any notice is given pursuant to this clause.

### **non-payment of contributions**

- 18.1 Any Member:

- 18.1:1 who has not paid any entrance fee annual subscription or other contribution due to the Confederation ("relevant amount") within 3 months of the due date for its payment; or
- 18.1:2 who has failed to furnish, for a period of 3 months following a request from the Confederation, information required by the Confederation for the purposes of assessing the amount of any payment due to the Confederation ("relevant information");
- 18.1:3 shall be suspended from membership of the Confederation with immediate effect and without any notice being given to it upon the expiry of 3 months from the relevant due date for payment or request for information as the case may be.
  
- 18.2 Without prejudice to the generality of clause 9.2, if the membership of any Member is suspended pursuant to clause 18.1 the membership of all other Members who are members of the same Group of Companies as the Member suspended pursuant to clause 18.1 shall also be suspended immediately without any notice being given.
  
- 18.3 Any suspension pursuant to this clause 18 shall immediately cease if the relevant Member pays all amounts due from it to the Confederation or as the case may be provides the relevant information within 12 months from the due date for payment of the relevant amount or as the case may be provision of the relevant information.
  
- 18.4 If a Member has not:
  - 18.4:1 paid any relevant amount for a period of 12 months from the due date for its payment; or
  - 18.4:2 provided any relevant information for a period of 12 months from the date of request for such information;
  - 18.4:3 the Board may as it thinks fit:
    - 18.4:3:1 accept (without being under any obligation so to do and without prejudice to its rights pursuant to clause 18.4:3:2) payment of the relevant amount and reinstate the Member subject to such conditions as it in its absolute discretion may determine; or
    - 18.4:3:2 by written notice expel the Member from membership of the Confederation.
  
- 18.5 Any expulsion pursuant to this clause 18 shall take effect immediately upon the service of the relevant notice expelling the Member.

## **effects of suspension expulsion and termination**

- 19.1 During any period of suspension a suspended Member shall not be entitled to receive notice of any General Meeting of the Confederation, exercise any voting rights as a Member or receive any other benefits of membership but shall remain subject to all the obligations of membership in clause 15.
- 19.2 Any Member which resigns or is expelled from membership of the Confederation or otherwise ceases to be a Member shall immediately cease to have any rights as a Member including without limitation any right, title or interest in any assets funds or property of the Confederation.
- 19.3 The termination of membership of the Confederation for any reason shall not release or discharge any of the former Member's obligations under clause 15 and shall not release, discharge or compromise any claims the Confederation might have against the Member or liabilities the Member might have to the Confederation at the date of termination of membership or any obligations of the Member expressed to continue after membership ceases.

## **honorary officers**

- 20.1 At each Annual General Meeting, the Confederation shall elect a President and a Vice-President who shall hold office as such until the next Annual General Meeting.
- 20.2 The immediate past President shall, subject to clause 21 or unless otherwise resolved at any General Meeting, hold the office of Deputy President from the General Meeting at which he/she ceases to be President until the General Meeting at which he/she ceases to be the immediate past President.
21. The President, Vice-President and Deputy President shall not, subject to clause 22 or unless otherwise resolved at any General Meeting, serve in such capacities for a period in excess of two consecutive years.
22. Any casual vacancies in the office of President, Vice-President or Deputy President shall be filled by decision of the Board. The person filling a casual vacancy under the provisions of this clause shall, immediately thereafter, be eligible for election for a full

term in accordance with clause 20.1, notwithstanding the provisions of clause 21.

### **powers of the Board**

- 23.1 The management of the Confederation shall be vested in the Board, which may exercise all the powers hereby conferred on the Confederation except those reserved by this Constitution for determination by the Confederation in General Meeting.
- 23.2 The Board shall have power to appoint committees and to delegate to them such authority and responsibility and upon such terms and conditions and subject to such restrictions as the Board thinks fit with power to the Board from time to time to withdraw all or any of the matters delegated or to alter any terms conditions or restrictions imposed.
- 23.3 The Board shall be entitled to effect policies of insurance or indemnity and to pay any premiums thereon to cover the liability of the Board (or any member of it) which by virtue of any rule of law would otherwise attach to members of the Board in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Confederation provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Board or any member of it knew to be a breach of trust, or breach of duty, or which was committed by the Board or any member of it in reckless disregard of whether it was a breach of trust or breach of duty or not.

### **membership of the Board**

24. Unless and until otherwise determined in General Meeting, the Board shall comprise:
- 24.1 the President, the Deputy President, and Vice-President of the Confederation;
- 24.2 the President, Chairman or such representative as may be approved by the Board of each Sector Association;
- 24.3 such other members recommended by the Board and approved by General Meeting as will provide a reasonable representation of the different sectors of the Industry.

25. A member of the Board appointed under clause 24.3 shall serve normally for a period of six years after which he or she may be invited by resolution of the Board to serve for one further period of six years.
26. The Board shall have the power to co-opt or appoint such additional members as it considers necessary to fulfil its proper functions or to fulfil any vacancy and any person so appointed shall hold office until the next Annual General Meeting.
27. A resolution shall be deemed to be duly passed at a Board meeting of which due notice setting out in reasonable detail the subject matter of the meeting has been given if:
  - 27.1 at least seven Board members are present when the resolution is proposed and voted upon; and
  - 27.2 a majority of Board members present and voting cast their votes in favour of the resolution.
28. The Chief Executive for the time being shall have the right to attend and speak at all Board meetings unless the Board shall otherwise resolve in respect of any particular business. He shall not have any right to vote at any Board meeting and shall not be eligible to be appointed a Board member.
- 29.1 Save as provided above, the Board shall have power to determine its own procedures. Unless and until otherwise decided by the Board, meetings shall normally be called by the President or by the Chief Executive at his request, on not less than seven days' notice in writing. Notwithstanding the foregoing, a Board meeting must be called by the Chief Executive on receipt of a written request on the part of not fewer than four members of the Board.
- 29.2 A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board.

## **Construction and Thermal Ceramics Council**

30. There shall be a Construction and Thermal Ceramics Council, which shall consist of those members of the Board who represent companies engaged in the manufacture of heavy clay products, clay pipes and refractories.
31. The Construction and Thermal Ceramics Council shall elect its own officers and determine its own procedures.
32. The Construction and Thermal Ceramics Council shall consider any matters of direct interest to the heavy clay and refractory sectors of the Industry only, and shall advise the Board or the members of the Confederation on such matters as appropriate.

## **Pottery Council**

33. There shall be a Pottery Council which shall consist of those members of the Board who represent companies engaged in the manufacture of domestic and industrial ceramics, electro-ceramics, ceramic tiles and sanitaryware.
34. The Pottery Council shall elect its own officers and determine its own procedures.
35. The Pottery Council shall consider any matters of direct interest to the domestic, industrial ceramics, electro-ceramics, tiles and sanitaryware sectors of the industry only, and shall advise the Board or the Members on such matters as appropriate.

## **finance**

36. The Board shall determine:
  - 36.1 the level of funding required to sustain all activities undertaken or resolved to be undertaken by the Confederation;
  - 36.2 the sharing of the cost of such funding between Members in respect of activities of common interest;
  - 36.3 the charges to be made against:
    - 36.3:1 the Sector Associations or any of their members respectively;
    - 36.3:2 any group of Members for activities of interest only to that group of Members;
    - 36.3:3 Members for advice and assistance rendered to such Members individually.

37. The Board shall make such arrangements as it may think fit for the opening and operation of banking accounts in the name of the Confederation and for the deposit or investment of any moneys not immediately required to be expended for the purposes of the Confederation.
38. The Board shall also maintain such records and books of account which are sufficient to show and explain the transactions of the Confederation and are such as to disclose with reasonable accuracy at any time the financial position of the Confederation including details of all moneys expended and received by the Confederation and the matters in respect of which such receipts and expenditure take place and the assets and liabilities of the Confederation.
39. The Board shall also procure that the accounts of the Confederation shall be prepared and audited for each year ending on and as at 31 December in each year by professional auditors and shall prepare a report of the Confederation activities for each year ending on 31 December and a copy of such accounts and report shall be submitted to each Annual General Meeting.

**general meetings**

40. An Annual General Meeting of the Members shall be held in each calendar year at such time and place as may be determined by the Board, provided that not more than 15 months shall elapse between the holding of two Annual General Meetings. The business of such a meeting shall include:
  - 40.1 the election of Honorary Officers;
  - 40.2 consideration of the Audited Accounts and the Auditors' Report thereon;
  - 40.3 consideration of the Board's Annual Report;
  - 40.4 consideration of the membership of the Board of the Confederation;
  - 40.5 any other business of the Confederation requiring a decision by its Members in General Meeting;

- 40.6 any other business required by 5 Members holding together not less than 20% of the votes which can be cast on a poll at any General Meeting by not less than 30 days prior written notice.
- 41.1 Special General Meetings may be held at any time when matters requiring a decision by Members in General Meeting arise.
- 41.2:1 Special General Meetings may be convened by the Board at such times as it thinks fit; and
- 41.2:2 notwithstanding the provisions of clause 41.2:1 if the Board receives a written requisition from 5 Members holding together not less than 20% of the votes which may be cast on a poll at any General Meeting specifying the matters which such Members require to be considered by a General Meeting the Board shall within 60 days of the date of receipt of such requisition convene a Special General Meeting (to be held within 21 days of the notice convening such meeting) to consider the business raised in the requisition.
- 42.1 At least 14 clear days' written notice of each Annual General Meeting and Special General Meeting shall be given to all Members, each of whom:
- 42.1:1 shall be entitled to be represented at such meeting; and
- 42.1:2 shall be entitled to nominate one of such representatives to exercise its voting rights if any under this Constitution.
- 42.2 Notice of each General Meeting shall specify the time and place of the meeting and the business to be transacted at it and in the case of the Annual General Meeting specify it as such.
- 42.3 The accidental omission to give notice of a meeting to or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 42.4 No business shall be transacted at any General Meeting unless a quorum is present. 10 (ten) Members holding together not less than 30% of the votes which may be cast on a poll at any General Meeting and being Members allocated to at least three different Sectors pursuant to clause 7.3 present by duly authorised representative shall be a quorum.
- 43.1 Subject to clause 43.3 at any General Meeting, a resolution of which notice has been given to Members in accordance with this

Constitution, passed on a show of hands by a simple majority of the votes of those present and voting, shall bind every Member unless on or before the declaration of the result of the show of hands any Member or the chairman of the relevant meeting demands a poll of those present and voting.

- 43.2 At any General Meeting, a resolution of which notice has been given to Members in accordance with this Constitution, passed by a poll of those present and voting, shall bind every Member.
- 43.3:1 Where any matter is stated in this Constitution to require a special resolution such special resolution shall when put to a vote by show of hands at any General Meeting be passed only if three-quarters of the votes cast on such show of hands are cast in favour of the special resolution.
- 43.3:2 Any resolution (including special resolutions) put to a poll shall be passed only if three-quarters of the votes cast on such poll are cast in favour of the resolution.
- 43.4 Any demand for a poll may only be withdrawn with the consent of the chairman of the General Meeting before the poll is taken and if withdrawn shall not invalidate the result of the show of hands if a demand for a poll is withdrawn.
- 43.5 A poll shall be taken forthwith and in such manner as the chairman of the General Meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 43.6 A declaration by the chairman of the relevant General Meeting that, whether on a show of hands or on a poll, a resolution has been carried, or carried by a particular majority, or lost, and an entry to that effect in the books containing the minutes of proceedings of the Confederation 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.
- 43.7 All Board members shall be entitled to attend and speak, but not to vote, at General Meetings. The chair shall be taken at each General Meeting by the President or, in his absence, the Vice-President, Deputy President or another member of the Board to be nominated by the meeting.

### **voting rights**

- 44.1 No chairman of a General Meeting shall have a casting vote, either on a show of hands or on a poll.
- 44.2 At any General Meeting each Member (unless the Member is suspended or otherwise disqualified from voting under this Constitution) shall be entitled:
- 44.2:1 on any show of hands to one vote; and
- 44.2:2 on any poll to such number of votes as determined by reference to the turnover of the Member which relates to the Industry in such manner and in such proportions as the Board may recommend and the Members may approve in General Meeting from time to time.
- 44.3: The decision of the Board as to the relevant turnover of any Member for the purposes of clause 44.2:2 shall be final and binding.
- 44.4 Any Member which has not provided any information requested by the Board for the purpose of determining the amount of subscription payable by the date prescribed for that purpose by the Board shall have no entitlement to vote, whether on a show of hands or poll, on any resolution proposed until such information has been supplied.

### **amendments and winding-up**

45. The Members in General Meeting may
- 45.1 amend this Constitution or
- 45.2 resolve by special resolution that the Confederation be wound-up.
46. A resolution to wind-up the Confederation may contain provisions for the disposal of any surplus assets, after discharging its liabilities, and for the disposal of its books and records. In the absence of any such provisions, the surplus assets shall be divided between the Members at the date of the resolution in proportion to their respective paid subscriptions to the Confederation during the three complete financial years of the Confederation preceding the date of the resolution to wind-up.

### **notice**

- 47.1 Any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Board need not be in writing.
- 47.2 The Confederation may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Confederation an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Confederation.
- 47.3 A Member present at any meeting of the Confederation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 47.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted by first class pre-paid post.
- 47.5 Where any specified period of notice for a meeting is required to be given under this Constitution such period shall be deemed to be exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which the meeting is to be held.