

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE BRITISH ENGINEERING MANUFACTURERS' ASSOCIATION LIMITED

INTERPRETATION

1. In these Articles the following expressions shall have the following meanings unless the context otherwise requires:

“the Act”	means the Companies Act 1985.
“the Association”	means the British Engineering Manufacturers Association Limited.
“in Council”	means the Council of Management as a body or a quorum of members thereof at a Council Meeting.
“Member”	means any individual or company admitted to the Association including Honorary Members.
“The Secretary”	means any person appointed to perform the duties of Secretary of the Association.
“Statutes”	means the Act and every other statute for the time being in force concerning companies and affecting the Association.
“the United Kingdom”	means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing works in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification hereof in force at the date at which these Articles become binding on the Association.

Words importing the masculine gender shall be deemed to include references to the feminine gender and neuter and vice-versa. References to the singular shall be deemed to include references to the plural and vice-versa, and references to

persons shall include bodies corporate and unincorporate, associations and partners.

MEMBERSHIP

2. Membership shall be confined to individuals, partnerships, companies, or corporations engaged in the manufacture of goods for all engineering disciplines or otherwise engaged in engineering or allied trades or in consultative services connected with engineering manufacture as defined below:
 - (i) Allied trades include those marketing raw materials or tools, machinery and equipment particularly designed for the engineering industry.
 - (ii) Consultative services shall include those who while not manufacturing themselves offer advice or a service directly connected with the manufacturing process and those who provide goods or services required by Members in the conduct of their business.
3. Honorary Members shall be individuals who, in the opinion of the Council, have rendered services to the Association or to engineering that warrant such a mark of recognition.
4. Applications for membership shall be in writing in such form as may be required by the Council but must include an undertaking to be bound by the Memorandum and Articles of Association. Applications shall be brought before a meeting of the Council which shall be empowered to accept, defer or decline applications on a majority vote of those present at the meeting and voting. No applicant shall be admitted as a Member unless first approved and resolved to be admitted as a Member by the Council. The Council shall have full discretion whether or not to admit any applicant to membership of the Association and shall not be bound to give any reason for accepting or refusing any application.
5. When the Council shall have resolved to admit any applicant to membership the Secretary shall send such applicant notice in writing of admission to membership.
6. Corporate bodies elected as Members shall nominate a Director or Senior Manager to represent the organisation in all matters connected with membership of the Association and provide him or her with full authority to act on behalf of the organisation.
7. A Member shall cease to be a Member if
 - (a) being an individual he shall become bankrupt or insolvent or dies or if being a company or other statutory body a resolution be passed or order made for its winding up or dissolution;
 - (b) the Member resigns by giving the Secretary at least three months' notice in writing at any time and on paying with such notice any subscription due from such Member;

- (c) the Member's subscription be in arrear for six months, (but the Council shall have power to reinstate such Member on such terms as to payment of arrears and otherwise as the Council think fit);
 - (d) the Council shall resolve to expel a Member whose conduct makes such Member no longer acceptable as a Member. No such expulsion shall have effect unless the Member concerned shall have been given at least fourteen (14) days' notice of the meeting of the Council convened to consider the matter together with particulars of the grounds of complaint and proper opportunity of making written representations to, or being heard in person or through a duly authorised agent at, such meeting.
8. Any Member who shall cease to be a Member shall not be relieved from any liability for any subscription which shall have become payable before the date of ceasing to be a Member unless the Council shall otherwise determine.
 9. Every Member shall pay yearly in advance by 31 January of each calendar year an annual subscription, the categories and amount of which shall be determined by the Council from time to time.
 10. In the event of the subscription increasing in accordance with clause 9 above, a Member affected thereby may, without prejudice to clause 7 above, give notice during the present subscription year in writing to resign expiring on the 31st day of December of that subscription year and such notice if accompanied by payment of any subscription due from such Member shall be effective.

GENERAL MEETINGS

11. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
12. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
13. The Council may, whenever they think fit, convene an Extraordinary General Meeting and, on a requisition of Members pursuant to Section 368 of the Act shall forthwith convene a meeting for a date not later than 8 weeks after receipt of the requisition
14. Any requisition made by Members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association.

NOTICE OF GENERAL MEETINGS

15. Not less than twenty one clear days' notice of every General Meeting (whether annual or extraordinary) shall be sent to every Member entitled to vote at such meeting accompanied in the case of Special Business with notice of such

business and in the case of the Annual General Meeting with copy of reports and accounts, the Auditors' Certificates, names of candidates for election as members of the Council and names of persons proposed for election as Auditors.

16. The accidental omission to give notice of a meeting to, any or the non-receipt of such notice by person entitled to receive notice thereof shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of
 - (a) the report of the President;
 - (b) the consideration of the accounts;
 - (c) the report of the Auditors;
 - (d) the election of members of the Council in place of those retiring;
 - (e) the confirmation of special appointments to the Council;
 - (f) the appointment of, and the fixing of the remuneration of, the Auditors;
 - (g) the installation of the new President or re-appointment of existing President.
18. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided fifteen persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
20. The President, or, in his absence, the Senior Vice-President, or in his absence the Junior Vice-President, shall preside as Chairman at every General Meeting of the Association.
21. If neither the President nor a Vice-President is present at the time of holding a meeting, the Members present shall choose some one of their number to be chairman of such meeting.

22. 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 from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least five Members present in person or by proxy and entitled to vote on the resolution; or
 - (c) by any Member or Members present in person or by proxy an representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association 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. The demand for a poll may be withdrawn.

24. Except as provided in Article 26 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
26. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of that meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

27. Every Member shall have one vote whether on a poll or on a show of hands.
28. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by such Member to the Association have been paid.

29. Any Member entitled to attend and vote at a General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll votes may be given either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or firm under seal or under the hand of its representative nominated pursuant to Article 8. A proxy need not be a Member.
31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
32. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

**THE BRITISH ENGINEERING
MANUFACTURERS' ASSOCIATION LIMITED**

To be used (I
by members (of
who are (Being a member of the British Engineering
individuals` (Manufacturers' Association Limited

OR

For use by (I
Member (of
Companies (being the nominated representative of
and Firms (Member Company or firm) hereby appoint
(of
(as (my)(their) proxy to vote for (me) (them) and on (my)
((their) behalf at the (Annual) (Extraordinary) General
(Meeting of the Association to be held on 20
(and at any adjournment thereof.

As witness my hand this day of 20 .

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. A vote given in accordance with the terms of an instrument of 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 proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

35. The Council shall consist of:
- (a) The President
 - (b) The Senior Vice President and Immediate Past President
 - (c) Not less than 9 nor more than 15 Elected Members
 - (d) The Hon. Treasurer and the Secretary
36. Additionally the Council by resolution may make special appointments of such other persons not exceeding three in number provided that any such appointment shall be subject to confirmation at the next General Meeting of the Association and subsequently at each Annual General Meeting. Such appointees while possessing full voting rights as a member of Council need not be Members of the Association.
37. (a) At the first meeting of Council after each Annual General Meeting the Council shall elect one of its Elected Members as Junior Vice President of the Association. Subject to the provisions of Article 43 he shall become Senior Vice President and President successively as these offices fall vacant and shall not be subject to retirement by rotation under Article 38 until the Annual General Meeting next after he shall cease to be President. Subject to paragraph (b) below the President and Vice President shall each serve for one year, the President relinquishing office at the Annual General Meeting following the one at which he was installed, but the Council as special Council business within the meaning of Article 50 may elect a Junior Vice President to fill a casual vacancy and may extend the term of office of a President or Vice President where he has taken office on the occurrence of a casual vacancy.
- (b) The Council may resolve that a President shall not relinquish office at the Annual General Meeting following the one at which he was appointed. If the Council so resolves then, subject to the President agreeing to remain in office, the President shall not relinquish his term of office until the second Annual General Meeting after his initial appointment.
38. For purposes of Article 35 the term "Elected Members" means Members who are not companies or firms, or persons nominated pursuant to Article 6 to represent companies or firms that are Members. At each Annual General Meeting one third of the Elected Members of the Council or if their number is not a multiple of three then the number nearest to one-third shall retire but shall individually and subject to the provisions of Article 41 be eligible for re-election. The members to retire shall be those who have been longest in office since their last election but as

between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39. The Honorary Treasurer shall retire annually but shall be available for re-election.
40. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit. Any Secretary so appointed may be removed by Council in accordance with the provisions of Article 49.

ELECTION TO COUNCIL

41. The election of the Council shall take place in the following manner:
 - (a) Any two Members of the Association shall be entitled to nominate any person qualified to serve on the Council either as an Elected Member or as Honorary Treasurer.
 - (b) The name of each such person so nominated together with the names of his proposer and seconder shall be sent in writing to the Secretary of the Association at least 30 days before the Annual General Meeting.
 - (c) A List of the Candidates nominated in alphabetical order with the names of the proposers and seconders shall be sent to each Member with the notice of the Annual General Meeting
 - (d) A Ballot List shall be prepared (if necessary) containing the names in alphabetical order of the candidates effectively nominated and showing separately the nominations if more than one for the office of Honorary Treasurer.
 - (e) Each Member entitled to vote present in person or by proxy at the Annual General Meeting shall be entitled to vote for the Candidates in the Ballot List and shall be entitled to a number of votes equivalent to the vacancies for Elected Members of the Council but shall not be entitled to record more than one vote in favour of his selected Candidate for the office of Honorary Treasurer where more than one person is nominated for such office.
 - (f) No ballot to fill any vacancy or class of vacancies on the Council shall be necessary where the number of vacancies available is equal to the number of Candidates nominated and in such cases such Candidates shall be deemed to be elected to the vacancies for which they are nominated.
 - (g) Where there shall not be sufficient candidates nominated to bring the numbers of the Council up to the minimum prescribed in the case of Elected Members and Honorary Treasurer of the Council shall make such appointments as may be necessary to do so.
 - (h) If two or more Candidates obtain an equal number of votes another Ballot shall if necessary be taken in respect of such Candidates. If two or more Candidates again obtain an equal number of votes the Council shall elect

by lot from such Candidates the Candidate or Candidates who is or are to be elected

42. The Council shall have power at any time to appoint any qualified person to be a member of the Council to fill a casual vacancy for an "Elected Member" but so that the Council shall not exceed the numbers fixed by these Articles. Where a casual vacancy is filled the person so appointed shall hold office for the period for which the person whose place he has taken would have held office had the vacancy not occurred and shall be taken into account in determining the members of the Council who are to retire by rotation. In any other case any person so appointed shall hold office only until the following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the members of the Council who are to retire by rotation.

DISQUALIFICATION OF ELECTED MEMBERS OF THE COUNCIL

43. A member of the Council shall cease to hold office:
- (a) If he ceases to be a director or by virtue of any provision of the Act or he becomes prohibited by law from being a director.
 - (b) If at a General Meeting of the Association an extraordinary resolution is passed removing him from office.
 - (c) If at any time he ceases to hold the qualification necessary for a member of the Council of the class to which he belongs.
 - (d) If at any time (being the representative of a Member Company or Firm) his nomination as such representative is revoked or cancelled.
 - (e) If he becomes bankrupt or of unsound mind.
 - (f) If the Council pass a resolution that it is undesirable that he should remain a member of the Council.
 - (g) If he resigns his office by notice in writing to the Secretary.
 - (h) If he shall for more than six months have been absent from meeting of the Council held during that period and the Council resolve that his office be vacated.
44. The Association may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Council Member before the expiration of office notwithstanding anything in these Articles or in any agreement between the Company and such person.

POWERS AND DUTIES OF THE COUNCIL

45. The Management and control of the business affairs and policy of the Association shall be vested in the Council who shall and may exercise all the powers, authorities and discretions of the Association except only such as under the Act or these presents are expressly directed to be exercised by the Association in

General Meeting and the Council may at its discretion delegate the performance of such of its powers and duties and upon such terms as the Council thinks fit to any Committee appointed (with or without a power to co-opt further Committee Members) by the Council. The President and Vice Presidents shall be ex-officio members of all Committees of the Council.

COUNCIL MEETINGS

46. A Meeting of the Council shall be held within 30 days after the Annual General Meeting.
47. The Council shall hold at least four meetings in every year at intervals of not more than three months. Not less than seven clear days' notice of every Council Meeting shall be sent to every member of the Council.
48. A quorum of the Council shall be such number (not being less than five) as the Council may from time to time prescribe.
49. The following business when undertaken by the Council shall be "Special Council Business" within the meaning of the next ensuing Article.
 - (a) The revocation or alteration of any Standing Orders which the Council may make.
 - (b) The election of any honorary Member.
 - (c) The appointment or removal of the Secretary.
 - (d) The removal of members of the Council pursuant to Article 43.
50. Any business to be transacted at a meeting of the Council which is referred to herein as Special Council Business shall only be transacted at a meeting of the Council if the Notice whereof has specified the general nature of the Special Council Business to be transacted and at which at least one half of the members of the Council are present and a resolution covering Special Council Business shall not be deemed to be passed at such meeting unless it is passed by a majority of three fourths of the members of the Council present at the meeting.
51. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom.
52. The Council may reimburse members of the Council from the funds of the Association for any travelling expenses or other actual outlay incurred by them or any of them on behalf of the Association.

THE SEAL

53. If the Association has a seal it shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by at least two members of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

ACCOUNTS

54. The Council shall cause proper books of account to be kept with respect to:
- (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Association; and
 - (c) The assets and liabilities of the Association.

Proper books shall not be deemed to be kept if such books of account as are necessary are not kept giving a true and fair view of the state of the Association's affairs and to explain its transactions.

55. The books of account shall be kept at the registered office of the Association, or, subject to the Act, at such other place or places as the Council see fit, and shall always be open to the inspection of the Council.
56. The Council shall from time to time determine whether and to what extent and at what times and places and under what condition or regulations the accounts and books of the association or any of them shall be open to the inspection of Members not being members of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by Statute or authorised by the Council or by the Association in General Meeting.
57. The Council shall each year cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports by the Hon. Treasurer and Auditors.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member entitled to vote as required by Article 15.

AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

INDEMNITY

60. Subject to the provisions of the Act but without prejudice to any indemnity to which the officer of the Association may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

NOTICES

61. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving notice.
62. The Association may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Association by the Member. A Member whose address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent by using electronic communications 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 Association.
63. A Member present either in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.