

COMPANY NO 01234173

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

ASSOCIATED ELECTRICAL DISTRIBUTORS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 11 September 2007 the following Resolution was duly passed as a Special Resolution -

SPECIAL RESOLUTION

"That the new Memorandum and Articles of Association contained in the printed document produced to the Meeting and marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Memorandum and Articles of Association of the Company"



Chairman



The Companies Acts 1985 - 1989

Companies (Tables A to F) Regulations 1985, SI 1985/805 Schedule.

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION

of

IATED ELECTRICAL DISTRIBUTORS LIMITED

Adopted by Special Resolution passed on 11 September 2007

Company Number: 01234173

Incorporated 19th November 1975 in England

INTERPRETATION

1 In these regulations—

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“the Articles” means the articles of the Company

“the board” means the board of directors of the Company

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“communication” means the same as in the Electronic Communications Act 2000

“electronic communication” means the same as in the Electronic Communications Act 2000

“executed” includes any mode of execution

“office” means the registered office of the Company

“the seal” means the common seal of the Company

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company

MEMBERS

- 2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership under these articles shall be members of the Company. No other person shall be admitted as a member of the Company unless he or she is approved by the directors where they will be recommended to the members for approval. Every person who wishes to become a member of the Company shall deliver to the Company a completed application form for membership in such form as the directors shall require.
- 3 To be admitted as a member of the Company the member's application must be approved by at least 75% of the members present and voting at a General Meeting or by at least 75% of all members who have voted by proxy on a poll.
- 4 On joining the Company a new member will be required to pay a joining fee as set by the board and a subscription fee again as set by the board.
- 5 Members agree to pay the accounts of other members by the due date and gives priority to payments to preferred suppliers provided always that if they are unable to do this the Secretary must be informed as soon as practicable.
- 6 Members must notify the Company Secretary of any business they acquire or any branch they open as soon as is reasonably practical.
- 7 Members are bound by a duty of confidentiality regarding the Company's business and each member's business. If the directors become aware of a breach of confidentiality by a member they may require that member to give evidence at a specially convened Board Meeting for this purpose.

TERMINATION OF MEMBERSHIP

- 8 A member may at any time withdraw from membership of the Company on written notice to the Company and with immediate effect.
- 9 Any member may be excluded from membership of the Company for non-compliance with these Articles of Association if 75% of the remaining members attending and voting at a General Meeting so

resolve Notice of such a proposal to remove a member must be given in the Notice convening the General Meeting

- 10 A member may be excluded from membership of the Company for any other reason if so resolved by 75% of the remaining members attending and voting at a General Meeting Notice of such a proposal must be given in the Notice convening the General Meeting
- 11 The member who is the subject of the Notice in clauses 9 and 10 above may appoint a delegate or deputy to attend and speak on their behalf at the General Meeting when the matter of their exclusion is to be discussed Such a member may not be represented when the vote is taken to decide their exclusion
12. The Company will automatically exclude a member from membership in the following events and notwithstanding the provisions of Article 13 below all rights and rebates to which the member is entitled will be forfeited
 - 12 1 a member company goes into liquidation, receivership or administrative receivership or administration, or
 - 12 2 the control of the member Company passes to another person or Company, or
 - 12 3 being an individual a member enters into a individual voluntary arrangement or has a bankruptcy order made against them, or
 - 12.4 the member Company makes a major change in its capital structure

However, a member excluded under clauses 12 2 or 12 4 above may apply to be immediately reinstated as a member of the Company and, if accepted by 75% of the members present and voting at a General Meeting, shall be reinstated without any loss of rights or rebate and shall continue as if its membership had not been interrupted

- 13 On cessation of membership (unless immediately reinstated) for whatever reason the member will immediately pay the Company two years' subscription at the current rate, if they have been a member for less than 5 years and if they have been a member for 5 years or more, then on cessation of membership (unless immediately reinstated) for whatever reason a member will immediately pay the Company 50% of the current annual subscription All monies due to the excluded member from the Company at whatever time shall cease to be payable and shall become the monies of the Company and will be used to pay any liabilities due to the Company by the member in respect of any unpaid subscriptions Any monies remaining when collected will be repaid to the member when collected from the suppliers

GENERAL MEETINGS

- 14 Each member shall nominate a delegate and a deputy to represent it at General Meetings during the following calendar year. A member must confirm or amend their nominations in writing to the Secretary of the Company annually by the 31st December in each year in respect of the forthcoming year.
- 15 Members should ensure that their delegate or deputy attends each meeting.
- 16 General Meetings shall be held at least six times each year at different venues located to suit the broad geographical spread of members as far as possible.
- 17 One General Meeting will be held at the annual conference of electrical distributors. In order to ensure full attendance of members at the conference the Company requires each member to pay on demand such sum as the Company will set out in General Meeting to be paid six months prior to each conference, such sum to be set against each member's fees for the conference and not otherwise refundable.
- 18 A formal Annual General Meeting will be held immediately prior to a General Meeting usually in November each year at such time and place to be determined.
- 19 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 20 The directors may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall immediately proceed to call an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a General Meeting, any director or any member of the Company may call a General Meeting.

NOTICE OF GENERAL MEETINGS

- 21 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if so agreed.
 - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat, and

- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of the Articles, the notice shall be given to all the members, to all persons entitled to be a member in consequence of the death or bankruptcy of a member and to the directors and auditors

- 22 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 23 No business shall be transacted at any meeting unless a quorum is present. Two thirds of the fully paid up members personally present shall be a quorum
- 24 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine
- 25 The chairman, if any, of the Board of Directors or in his absence the deputy chairman or in their absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor deputy chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman
- 26 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman
- 27 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any General Meeting
- 28 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not

taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

29 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded

(a) by the chairman, or

(b) by at least two members having the right to vote at the meeting, or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by the member

30 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

31 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

32 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

33 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have

34 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question

on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 35 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 36 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 37 On a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote.
- 38 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 39 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 40 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
- 41 The appointment of a proxy shall be , executed by or on behalf of the appointor and shall be in the following form (or in a form as near

thereto as circumstances allow or in any other form which is usual or which the directors may approve)

" PLC/Limited I/We, , of ,
being a member/members of the above-named Company, hereby
appoint of , or failing him, of ,
as my/our proxy to vote in my/our name[s] and on my/our behalf at
the annual/extraordinary general meeting of the Company to be held
on 19 , and at any adjournment thereof
Signed on 19 "

- 42 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received

Before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

MEMBERS' EXPENSES

- 43 Members will be reimbursed travelling expenses which have been wholly and necessarily incurred on behalf of the Company with the exception of those incurred by attendance at the General Meeting. The maximum expense allowed will be fixed by the Board from time to time

NUMBER OF DIRECTORS

- 44 Unless otherwise determined by ordinary resolution, the number of directors shall be not less than five or more than fifteen and generally shall be seven

POWERS OF DIRECTORS

- 45 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 46 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

- 47 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any chief executive or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 48 At every annual general meeting two directors who are subject to retirement by rotation shall retire by rotation and shall offer themselves for re-election.
- 49 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 50 If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

- 51 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless—
- (a) he is recommended by the directors, or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed
- 52 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors
- 53 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire
- 54 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting
- 55 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 56 The office of a director shall be vacated if

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (d) he resigns his office by notice to the Company, or
- (e) he is convicted of any criminal offence other than a minor offence under the Road Traffic Acts, or
- (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated

DIRECTORS' EXPENSES

- 57 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or separate meetings or otherwise in connection with the discharge of their duties other than for General Meetings

DIRECTORS' APPOINTMENTS AND INTERESTS

- 58 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of chief executive or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall

terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company. A chief executive and a director holding any other executive office shall not be subject to retirement by rotation.

59 The Board of Directors may co-opt additional members at any time to serve as directors until the next Annual General Meeting.

60 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company or in which the Company is otherwise interested,

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

61 For the purposes of regulation 60

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

62 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. Directors shall meet on average six times in each calendar year. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from

the United Kingdom Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote

- 63 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two
- 64 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 65 The directors may appoint one of their number to be the chairman of the Board of Directors and another to be Deputy Chairman to hold office for one year from one Annual General Meeting to the next but may at any time remove them from these offices. Unless he is unwilling to do so, the director appointed as Chairman shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chairman may chair the meeting
- 66 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 67 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors
- 68 Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs
 - (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries,

- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- (c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director

- 69 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 70 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors
- 71 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
- 72 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

CHIEF EXECUTIVE

- 73 Subject to the provisions of the Act, the chief executive shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any chief executive so appointed may be removed by them. For the avoidance of doubt the chief executive need not be a director of the Company

MINUTES

- 74 The directors shall cause minutes to be kept for the purpose—
- (a) of all appointments of officers made by the directors, and
 - (b) of all proceedings at meetings of the Company, of the directors, and of committees of directors, including the names of the directors present at each such meeting

THE SEAL

- 75 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director

ACCOUNTS

- 76 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company. The annual accounts of the Company shall be audited by a registered auditor

NOTICES

- 77 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall 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 the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 78 The Company 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 Company by the member. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent 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 Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

- 79 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 80 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
- 81 A notice may be given by the Company to the persons entitled to be a member in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred

WINDING UP

- 82 If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability

INDEMNITY

- 83 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company 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 Company

RULES OR BYELAWS

- 84 The directors may from time to time make such Rules and Byelaws as they consider necessary or convenient for the right and proper execution and government of the Company and for the purposes of laying down the categories and terms of Membership and in particular-
- (a) the admission and classification of members to the Company and their respective rights and privileges and the terms of membership, resignation of membership and any fees, charges and contributions payable by the Members
 - (b) the behaviour of the members of the Company in relation to each other and to the Company and any of the Company's instruments and retainers
 - (c) the line of conduct at Meetings and committees of directors of the Company in so far as such line of conduct is not directed by these Articles
 - (d) any business likely to be governed by Company Rules or guidelines appropriate to the Company.

At any General Meeting the Company has the power to make any changes to the Rules and Byelaws provided that no Rule or Byelaw shall be contrary or affect or nullify the Memorandum or Articles of Association of the Company and the directors shall be responsible in bringing to the notice of the members of the Company shall be responsible in bringing to the notice of the members of the Company all existing Rules and Byelaws and any subsequent changes thereto which until such times as is otherwise altered at a General Meeting shall be in force and shall be binding on all members of the Company

**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

ASSOCIATED ELECTRICAL DISTRIBUTORS LIMITED

Adopted by Special Resolution passed on 11 September 2007

Company Number: 01234173

Incorporated 19th November 1975 in England

1. The Company's name is "Associated Electrical Distributors Limited"
2. The Company's registered office is to be situated in England and Wales
3. The objects for which the Company is established are -
 - (i) to negotiate with suppliers of all kinds and make agreements with them on members' behalf and for the mutual benefit of members, to acquire, preserve and disseminate useful information connected with trade throughout all markets,
 - (ii) to communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and promote measures for the protection of the trade and persons engaged therein,
 - (iii) to support training schemes for the education of members in the trade, and
 - (iv) and to do all such other things as are incidental or conducive to the above objects or any of them

and the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely -

- (a) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections,
- (b) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- (c) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company,

- (d) to borrow or raise money on such terms and on such security as may be thought fit,
- (e) to invest the monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (f) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes,
- (g) to do all such other things as are incidental to the attainment or furtherance of the said objects or any of them

Provided that -

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,
- (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Company shall not sell, mortgage, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and in the same extent as they would as such Directors have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

4. The liability of the members is limited

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £100) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
6. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association save that any surplus contributions received from members through mutual trading be returned to members of the Company whilst the Company continues to trade and must be returned to members of the Company on the winding-up or dissolution of the Company on a basis pro-rata to the amounts paid by the members to the Company for goods and services through mutual trading Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company (not being a director) in return for any services actually rendered to the Company and of travelling expenses necessarily incurred in carrying out those duties nor payment to any director or reasonable out-of-pocket expenses nor prevent the payment of interest at a rate not exceeding a reasonable and proper commercial rate of interest on money lent or reasonable and proper rent for premises demised or let by any member of the Company
7. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Company or vested in trust for the benefit of the members of the Company