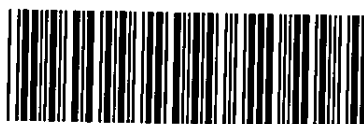


The Companies Act 1985 (as amended) and Companies Act 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION
of
MINERAL PRODUCTS ASSOCIATION LIMITED

1. The name of the Company (hereinafter called the "MPA") is "MINERAL PRODUCTS ASSOCIATION LIMITED".
2. The registered office of the Association will be situated in England.
3. The objects of the Association shall be:
 - i. To carry on business as a general commercial company;
 - ii. To gather and generally develop the interests of and cooperation between persons and bodies (whether incorporated or unincorporated) engaged in minerals quarrying, processing, production and product manufacturing industries (here after called "The industries") and do all things as shall from time to time promote develop and market these products for the benefit of persons engaged in the Industries. Without prejudice to the generality of the foregoing the Industries shall be deemed to include those persons and bodies engaged in the production, processing and laying of the Materials as defined in Article 1 and such other products and materials as are added thereto and mixed or blended therewith or may advantageously be used in combination therewith.
 - iii. to provide for the Industries, the means of formulating, making known, influencing and carrying out policy in regard to industrial, economic, fiscal, commercial, labour, social, legal and technical questions and to act as a national point of reference for these Industries.

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- v. to institute or subscribe towards or otherwise help and forward any research work which may be considered in the interests of the Industries. To promote research into and development of machinery, instruments and appliances used for or in connection with the Industries. To establish, form, equip and maintain laboratories and experimental establishments and to promote, conduct and carry on or participate in research and experiments and provide funds for such work and for payments to persons engaged in research and experimental and analytical work, whether in the above-mentioned laboratories and experimental establishments or elsewhere and to encourage and improve the education of persons engaged or likely to be engaged in the Industries.
- vi. to co-operate with government departments and public authorities and bodies and all users and specifiers of the products of the Industries and similar associations (incorporate or unincorporated) for allied industries and support or oppose any legislative action which may affect the Industries. To give to parliament, government departments, local authorities and other public or private bodies advice and guidance as regards matters directly or indirectly affecting the Industries.
- vii. to promote and foster regional and specialist branches of persons engaged in the Industries where required to deal with problems and to act or co-operate with such branches on matters arising from their proceedings which may be the concern of the Association as a national body.
- viii. to promote and encourage and to take all steps from time to time considered expedient with a view to establishing and maintaining standards of quality and workmanship in the Industries including training and to act in an advisory capacity in relation to persons engaged in the Industries concerning problems and matters of any nature arising in connection therewith.
- ix. to promote co-operation and collaboration between persons and companies engaged in the Industries concerning all matters connected with the Industries and in particular, concerning technical problems, training and problems of production and utilisation.

- x. to collaborate and exchange views with any persons and organisations concerning education, training, labour, staff and welfare problems connected directly or indirectly with the Industries.
- xi. to establish and maintain public relations, specifier relations, technical competencies and publicity competencies for the purpose of fostering the general development of the production and use of the products of the Industries.
- xii. to prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the Industries and to establish, form and maintain museums, collections, libraries and collections of literature, statistics, scientific data and other information relating to the Industries or to matters of interest to persons engaged in the Industries or to specifiers and to translate, compile, collect, publish, lend and sell and endeavour to secure or contribute to the translation, compilation, collection and publication by parliament, government departments and other bodies of persons of any such literature statistics and information and to disseminate the same by means of the reading of papers, the delivery of lectures, the giving of advice, the appointment of advisory officers or otherwise.
- xiii. to initiate, hold, direct, manage and take part in exhibitions, shows, displays, conferences, congresses, meetings and other gatherings for the purpose of advancing any of the objects of the Association.
- xiv. to make subscriptions or donations either in cash or assets to other organisations or institutions for the furtherance of the objectives of the Association or any other association or federation or body having objectives and aims similar to the Association.
- xv. to accept subscriptions, payments, donations or bequests and to issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association.
- xvi. to retain or employ skilled professional or technical advisers or workers in connection with the objects of the Association or any of them and to pay to such advisers or workers such fees or other remuneration as may be considered expedient and to

found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of students engaged in research and experimental work or persons engaged in studying the principles involved in the Industries or any process connected therewith, whether in the laboratories, workshops, quarries, works or mines of the Association or its members or elsewhere and to employ and remunerate as may be considered expedient instructors and supervisors for such students and also for persons engaged in studying the principles involved in the Industries or in any process connected therewith, due regard, however, being paid to the provision of instruction through existing institutions.

- xvii. to encourage the discovery and investigate and make known the nature and merits of inventions, improvements, processes, materials and designs which may seem capable of being used for any of the purposes of the Industries and to acquire and register any designs or standardisation marks, whether for general or special purposes upon such terms as may be considered expedient and to develop by manufacturing and exhibiting any article or substance or method to which the same may be capable of application.
- xviii. to apply for, purchase or otherwise acquire and protect, prolong and renew any patents, patent rights, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention, process or privilege which may seem capable of being used in furtherance of the Association's objects or any of them and to turn to account in such manner as may be considered expedient any property, rights and information so acquired, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Association may acquire or propose to acquire.
- xix. to do all or any of the matters and things aforesaid in relation to any industry allied or ancillary to the Industries to the like extent as in relation to the Industries themselves.
- xx. to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct,

maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- xxi. to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- xxii. to undertake, accept, execute, perform and administer any lawful trust or conditions affecting any real or personal property of whatsoever nature held or owned in trust for the benefit of, or for any of the purposes or objects of the Association and to accept any donation, devise, bequest, subscription or contribution for any of the purposes or objects thereof.
- xxiii. to borrow and raise money in such manner as may be considered expedient, and for the purpose of securing any debt or other obligation of the Association to mortgage or charge all or any part of the property of the Association.
- xxiv. to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- xxv. 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 in any way connected with the objects of the Association.
- xxvi. to lend and advance money not immediately required for use in connection with any of its objects, and to give credit on such terms and in such manner as may from time to time be determined and to place any such moneys on deposit with bankers or others.
- xxvii. to draw, accept, make, endorse, discount, execute, issue, negotiate, buy, sell, and otherwise deal in cheques, bills of exchange, promissory notes, and other negotiable or transferable instruments.
- xxviii. to apply for, institute, promote, support or obtain any royal charter, legislative, municipal or other acts, authorisations, proceedings or actions for the purpose of enabling the Association to carry any of its objectives into effect or of effecting any modifications of the Association's constitution, or for any other purpose which may be considered expedient and

to oppose any proceedings or actions which may be considered calculated directly or indirectly to prejudice the Association's interests.

- xxix. to pay for or provide pensions, pension contributions, sick benefits, allowances and/or assistance with accommodation for any past and present employees of the Association and for past and present employees of the Quarry Products Association Ltd reg no 1634996 and The Concrete Centre Ltd reg no 46673018 not being members of the Association and the dependants or connections of any such persons and to establish or support institution funds and trusts which may be calculated to benefit any such persons.
- xxx. to pay all expenses of and incidental to the incorporation and establishment of the Association.
- xxxi. to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- xxxii. to do all or any of the things and matters aforesaid, either as principal, agent, trustee or otherwise and by or through trustees, agents, or otherwise and either alone or in conjunction with others.

It is hereby declared that, save as hereinbefore provided, the objects specified in the different paragraphs of this Clause shall, except where otherwise expressed in such paragraphs be in no way limited by reference to any other paragraph or to the name of the Association but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

Provided that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or any authority exercising corresponding jurisdiction in Scotland and Northern Ireland, the Association shall not sell, 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 Board or other governing body of the Association shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts and defaults, and for the due administration of such property in the same manner and to the same extent as it would as such Board or other governing body have been if no incorporation had been effected and the incorporation of the Association

shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or such other authority as aforesaid over such Council or other governing body but it shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law, having regard to such trusts.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition, which if an object of the Association would make it a trade union.

4. Notwithstanding any other provisions of this Memorandum of Association nor the Articles of Association, nothing in either the Memorandum of Association or the Articles of Association shall permit or be taken to permit any act or decision of the Association which, if done, may result in the infringement of competition laws from time to time in force of the United Kingdom, the European Union or of any state in which the Association operates.
5. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, or for any material, labour, plant or power supplied for experimental or other purposes, nor prevent the payment of interest at a rate per annum not exceeding 2 per cent less than the base rate of the bank appropriate to the company concerned or at the rate of 5 per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member of the Association, nor the gratuitous distribution among or sale at a discount to its subscribing Members of any books or publications of the Association relating to any of its objects or activities. No member of the General Council or Board of the Association except the Chief Executive or the Chairman or such other person that the Board shall unanimously decide (save where the General Council or Board unanimously resolve otherwise) shall be appointed to any salaried office of the Association or

any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such General Council or Board, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, or the payment to any member of the General Council or Board of reasonable remuneration for special work done or services rendered by him at the request of the General Council or Board, provided that nothing hereinbefore contained shall prevent any payment to any company of which a member of the General Council or Board may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. No addition, alteration or amendment shall be made to or in the provisions contained in the Memorandum or Articles of Association for the time being in force so that it ceases to be a company to which section 1(2)(b) of the Companies Act 1985 applies.
7. The fourth and fifth paragraphs of this Memorandum contain conditions which comply with the requirements set out in section 30(2) of the Companies Act 1985.
8. The liability of the Members is limited.
9. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association 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 contributors among themselves, such amount as may be required not exceeding £10.
10. If on the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, such property shall be paid to or distributed among the Members of the Association at the time of such winding up or dissolution who shall have been Members of it or of its immediate preceding constituent organisations (for the avoidance of doubt these shall be the QPA, BCA and TCC) without interruption for the period of five years immediately preceding such winding up or dissolution. Such payment or distribution shall be in proportion to the total membership fees or other contributions actually paid by such Members to the Association during the said period of five years immediately preceding such winding up or dissolution

provided that no payment or distribution shall be made to any Member of the Association who shall not have paid all membership fees or other contributions due up to the time of such dissolution.

11. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

The Companies Act 1985 and Companies Act 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
MINERAL PRODUCTS ASSOCIATION
LIMITED**

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with subject or context:

the "2006 Act"	means the Companies Act 2006 as amended.
the "Act"	means the applicable provisions of the Companies Act 1985 as amended, and any provisions of the Companies Act 2006 for the time being in force.
"Aggregates"	means Rock, Sand and Gravel, recycled Aggregates, Slag and other secondary Aggregates.
the "Articles"	means these Articles of Association and includes amendments to these Articles of Association from time to time
the "Auditors"	means the auditors of the Association from time to time appointed by the Association.
the "Associates"	means the Associates of the Association elected pursuant to Article 16 and "Associateship" shall be construed accordingly.
The "BCA"	Means the British Cement Association
the "Board"	means the Board as defined in Articles 51 and 52, the members of which shall be directors of the Association.
"Business"	means the Core Business, the Product Business and Market Development Business (each as defined below).

"Cement"	means a hydraulic material known as Portland Cement Clinker consisting of those constituents listed in Clause 4.1 of British Standards BS12.1991 as may from time to time be amended.
"Cementitious Material "	means Cement and/or Slag and/or ash
"Chairman"	means the Chairman for the time being of the General Council and Board.
"Coated Materials"	means asphalts and coated macadams bound with bitumens and other binders for all uses except waterproofing and building.
"Core Business"	includes all business that is carried out on or by the Association in accordance with the Memorandum of Association which is relevant to and of interest to the majority of the Members and is not uniquely product specific.
"Core Values"	means the core values, Code of Practice and/or the benchmarks of good practice agreed by the General Council and Board as appropriate to Members, Associate Members and Subscribers.
the "General Council"	means the General Council for the time being of the Association.
"Chief Executive"	means the person appointed as Chief Executive by the Board from time to time in accordance with Articles 78 and 79.
"Concrete Market Development"	means any activity related to growing the market share of concrete against its competitor materials within its existing markets and any activity relating to developing new markets for concrete products and services.
"Concrete Market Development Committee"	means a group of Members and/or Associates who have a common interest in the market development of concrete to deal with the issues relating to and affecting the development of the market for concrete.
"Director"	has the meaning attributed thereto in the

Memorandum and Articles of Association of the Association

the "Industries"	means the businesses of quarrying, dredging, processing, manufacturing, producing, laying, surfacing, supplying, recycling or using the Materials (as defined below) in the United Kingdom including the application or use of cement, concrete and/or its constituents and composites and/or materials and products mixed or used in combinations or associated with it and "Industry" shall be construed accordingly.
"in writing"	means written, typewritten, printed or lithograph or partly one and partly another and all other modes of representing or reproducing words in a visible form.
the "Materials"	means Rock, Sand and Gravel (including silica sand), recycled Aggregates, Slag (each as defined herein) and other secondary Aggregates, industrial and agricultural Lime, asphalts and coated macadams bound with bitumens and other binders ready mixed concrete and mortar and cement and cementitious Materials, precast and other concrete products.
"Members"	means the Members of the Association admitted to membership pursuant to Articles 6 and 8 and "Membership" shall be construed accordingly.
"Meetings"	shall include both annual general meetings and general meetings of the Association.
"Office"	means the registered office of the Association.
"Product Groups"	means groups of Members set up by the General Council and Board which have a common interest in a particular Material or Industry to deal with issues relating to and affecting their specific product and market.
"Product Business"	means the business carried out by the Product Groups.
"QPA"	Means the Quarry Products Association
"Regions"	means the various national and/or regional areas that make up the United Kingdom as advised by the General Council from time to time.
"Rock"	means any stone that incorporates igneous, sedimentary or metamorphic rocks.
"Sand and Gravel"	means sand, gravel, shingle, ballast, hoggin and like materials (including sand used for moulding or

refractory purposes).

"Secretary"	means any person appointed to perform the duties of the Secretary of the Association and shall include any other person appointed by the Board to perform any of the duties of the Secretary.
"Slag"	means the residue resulting from the production of iron, steel, copper, phosphorus or zinc, or other like materials.
"Standing Committees"	means the Standing Committees of the General Council and Board constituted by the General Council and Board pursuant to Article 74 and as described in Article 57.1.2 and designated as such from time to time.
"Subscriber"	means any person for the time being subscribing to the Association according to the articles, who is an Associate member of the Association.
"Subscription"	means subscription or depot charge.
the "Statutes"	means the Act as defined above and every other act for the time being in force concerning companies and affecting the Association.
"TCC"	means the Concrete Centre
"Year"	means a period of twelve calendar months.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

For the purpose of these Articles, a person shall be deemed to be "associated" with another person if he controls or is controlled by or subject to the same control as that other person and "control" shall mean, in the case of a corporation, the ability to exercise the control of more than half of the vote exercisable at general meetings of that corporation or to control the composition of its board of directors and, in the case of an individual, the ability to control the management of the business carried on by that individual or a business carried on by any other individual or a corporation, whether or not the individual concerned has the ability to exercise the control of more than half of the vote exercisable at general meetings of that corporation. Where a person in conjunction with other persons jointly controls a corporation and no one person is associated with another but are otherwise

Members then each such person shall be deemed to be associated for the purpose of these Articles.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

BUSINESS

2. The Association is established for the purposes expressed in its Memorandum of Association.

3.1 Any Business which the Association is either expressly or by implication recommended by the General Council and authorised by the Board to undertake may be undertaken by the Association at such time or times as it may consider expedient and further may be discontinued by it, whether such Business may have been actually commenced or not, so long as the Board may consider it expedient not to commence or proceed with same. The Board in all its Business considerations should ensure that representation between large medium and small companies irrespective of whether they are public limited companies or not is broadly balanced and that this balance is also reflected in the constitution of the General Council.

3.2 The Business of the Association shall be carried out in any manner recommended by the General Council and approved by the Board including Core Business – carried out by the Board; Product Business – carried out by the product Groups; and Market Development - carried out by the Market Development function. For the avoidance of doubt, Core Business will include all activities that are not uniquely product specific that support the members' licence to operate and produce relevant materials; Product Business will cover all activities that are unique to that product; and Market Development Business will cover initially the market development of generic concrete, but may be extended later at the discretion of the Board.

3.3 All proposals to create a Product Group shall be recommended, considered and reviewed by the General Council for approval by the Board and shall be subject to any amendments that they may suggest. The rules and procedures by which these Product Groups shall govern their members shall be similar to those set

out in these articles and shall be subject to review by the General Council and the approval of the Board.

- 4.1 The Association shall divide the United Kingdom into the Regions and fix the boundaries thereof and from time to time, revise and alter the boundaries of any Regions provided that the Board shall not alter the boundaries of any Regions until at least two months after Members in the Regions directly affected by the proposals shall have been notified by the Chief Executive and not without having considered any views which such Regions may within the said two months have submitted to the Board in connection with such proposals.
 - 4.2 The Board may authorise Regions to be self-financing (which, for the avoidance of doubt will include matters relating to membership fees and annual subscriptions) and these Regions shall perform the same function for their members as that carried out by the Association. The rules and procedures by which these Regions shall govern their members shall be similar to those set out in these Articles and shall be subject to the approval of the Board. These Regions shall be affiliated to (and shall pay an annual affiliation charge to) the Association.
 - 4.3 The objects of each Region shall be to further and promote the Association and, in particular, to encourage growth of the Membership where practicable and to assist the Market Development function, and (consistent with the objects of the Association) to have particular regard to the interests of its Members involved.
 - 4.4 The activities of a Region shall be administered by a committee whose chairman shall be appointed by the Members in that Region on the basis of one vote per Member. The term of office of such chairman shall be two years but may be renewed. All Members within a Region shall be entitled to nominate a representative to serve on the regional committee.
5. The Office shall be at such place in England as the Board shall from time to time appoint.

ADMISSION OF MEMBERS

6. The subscribers to the Memorandum of Association and other such persons as shall be admitted to Membership in accordance with the provisions hereinafter contained shall be Members.
7. The number of Members with which the Association proposes to be registered is five hundred, but the Board may at any time or from time to time register an increase of Members.
 - 8.1 The following persons only and no others shall be eligible for Membership namely any person or corporation engaged in the Industries. Any person or company in membership at the time of the Annual General Meeting held in 2005 will be deemed to have accepted the commitment to abide by the core values extant at that date. Any person or company joining the Association after that date will be required to confirm acceptance of the core values extant at that time as a criterion of membership.
 - 8.2 Subject to the exception detailed below in Article 8.4, in the event of a Member having an associated company or companies or an associated unincorporated trading entity carrying on business at more than one place and in more than one name all his or its associated companies, entities and branches of his or its business shall, if engaged or directly interested in the Industries, be deemed to be included in the Membership.
 - 8.3 Any joint venture vehicle all of whose participants/ shareholders are already Members will be entitled to membership of the Association in its own right and shall have all the rights of Membership save that it will not be allowed to vote at any Meeting.
 - 8.4 The General Council may at its discretion determine by a two-thirds majority in relation to any person or company making his or its first successful application for Membership that Article 8.2 shall not apply to that person or company to a lesser or clearly defined extent.
9. No unincorporated body may as such become a Member but if any such unincorporated body (howsoever constituted) engaged wholly or mainly in the Industries should desire to obtain the advantages of Membership it shall nominate one of its members to act as its representative, applying in its name for Membership, sign the application as its representative, comply with the provisions of this Article and exercise the rights of Membership on its behalf. Every person so applying for Membership shall, if elected, have the same rights and be subject to the same liabilities

and incidents as any other Member subject, however, to the provisions of Article 10.

10. An unincorporated body which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and (subject to the consent of the General Council) nominate another representative in his place. Upon receipt by the General Council of any such revocation such member shall ipso facto cease to be a Member or to act or be entitled or recognised as a representative of such unincorporated body and any person nominated in his place shall if duly approved by the General Council be and become the representative of such unincorporated body in place of the representative whose nomination has been revoked as aforesaid. All revocations and nominations mentioned in this Article and Article 9 shall be in writing signed by all the members of the unincorporated body.
11. Each such unincorporated body shall at the date of each nomination give to the General Council in writing full particulars of the nature of the unincorporated body and its place of business and of the names, nationality and private address of each partner or member thereof. Any change in the constitution or nature of such unincorporated body or in the status of any of its members shall be immediately notified in writing to the General Council
12. No person shall be admitted to Membership unless:
 - 12.1 he is eligible for Membership in accordance with Article 8 or Article 9; and
 - 12.2 he has signed and sent to the Secretary an application for admission in such terms as the General Council shall from time to time prescribe; and
 - 12.3 he has supplied the General Council with such further information and particulars, in addition to those contained in his application for admission, as the General Council may reasonably require; and
 - 12.4 he has been admitted to Membership by the General Council.
13. The decision of the General Council as to whether or not any application for admission to Membership shall be accepted shall be by secret ballot if desired by any one member of the General Council and shall be final and

conclusive and the General Council shall be entitled in its absolute discretion to refuse to admit to Membership any applicant without giving any reason for such refusal.

MEMBERS' FEES AND SUBSCRIPTIONS

14. Upon admission to Membership every Member shall pay to the Association such entrance fee as the General Council may advise and the Board direct shall from time to time determine, provided that the Board may at its discretion waive such entrance fee in any particular case. Every applicant for Membership shall send to the Secretary together with the application for admission referred to in Article 12.2 a cheque for such entrance fee, if any, which shall forthwith be returned to him in the event of his application being not accepted.
- 15.1 Every Member shall in respect of each calendar year pay in advance an annual subscription for the services provided by the Association in carrying out the Core Business at a rate as shall from time to time be determined by the Board. For the purpose of calculating the subscription only every new Member shall be deemed to have become a Member on 1st January preceding his actually becoming a Member but his first subscription shall be in the proportion which the period from the date of his becoming a Member to the following 31st December bears to a Year.
- 15.2 Each Member prior to 30th September in each Year and each new Member forthwith on his becoming a Member shall make a return as required by the Board and certified by a director, partner or secretary of the Member as correct (and if so required by the Board so certified by the Member's auditors). Such returns shall be made on forms supplied by the Secretary and shall be submitted to the Chief Executive of the Association for the time being or such other officer or employee of the Association or other person, firm or corporation as may be duly authorised by a resolution of the Board for this purpose (the Chief Executive or such other party being hereafter referred to as "the Authorised Agent").
- 15.3 In the event of a Member failing in due time to make the appropriate return as referred to in Article 15.2 the Board shall for the purpose of fixing the subscription payable by such Member make an estimate of such Member's subscription for the Year in question.

- 15.4 In exercising its power the Board in consultation with the General Council shall establish maximum and minimum subscriptions payable by Members and may modify these from time to time in its absolute discretion and may index such subscriptions by reference to any appropriate index it thinks fit.
- 15.5 The Board in consultation with the General Council may also from time to time raise further sums by imposition of additional subscriptions to be calculated in accordance with the provisions of this Article and may at the request and with the consent of the Members concerned raise such sums by reference to existing subscriptions calculated in a manner as may be agreed between them for the purpose of expenditure for their benefit. So however that in the case of any benefits arising from such expenditure by way of patent rights or license fees or otherwise such benefits shall be held in trust by the Association for the exclusive benefit of those Members from whom the sums were raised. The provisions of Article 15.6 shall *mutatis mutandis* apply to all such additional subscriptions.
- 15.6 The amount of the annual subscription for each Member shall be reviewed with the General Council and determined by the Board at a meeting to be held not later than 30th November in each year. The amount of subscription shall be notified forthwith to Members by the Association and shall be payable to the Association on or before the following 31st December (or in the case of a new Member within six weeks of his becoming a Member) or any such other later dates and in such instalments as may from time to time be prescribed by the Board at its sole discretion.
- 15.7 The Board may authorise a Region, established pursuant to Articles 4.1-4.4, to fix a special subscription rate for Members within that Region to reflect the cost of managing the activities of the Region, authorised from time to time by the committee formed, pursuant to Article 4.4 and, should the Board consider appropriate, a charge to reflect the benefits of Membership and the services provided by the Board and the Association's staff officers.
- 15.8 Members of a Product Group will be liable to pay a further charge in addition to the (core) subscription (the "Group Charge"). The Group Charge will be used to cover all the costs incurred by the Product Group in promoting the Product Business. All matters relating to the budget, expenditure and amount of the Group

Charge will be determined by each Product Group's elected committee and will be confirmed at the Board meeting immediately before the Autumn General Council meeting.

- 15.9 Subscribers to the Market Development function will be liable to pay an annual charge for this function as recommended by the Concrete Centre Board and determined annually by the Board.

ASSOCIATES

- 16.1 The General Council may admit as an Associate, any person, firm, unincorporated partnership, or corporation who or which is in any manner associated with the Industries whereby the General Council may deem it advisable to admit such persons, firm, unincorporated partnership or corporation to Associateship. An Associate may exceptionally join the Association as a subscriber to the Market Development function only and such membership of the Association and is not bound by the specific requirements of the Core Values of the Association. An Associate shall not be or be deemed to be a Member in accordance with Article 8.1 and the provisions of this Article 16 shall be applicable only to Associates. A person or company that meets the general criteria for full membership under Article 8, but fails to meet the specific requirements of the core values of the Association, will not be eligible for Associate Membership.
- 16.2 Every applicant for election as an Associate shall forward to the General Council an application in writing for election in such form as the General Council shall require. Such application shall, unless otherwise directed by the General Council, contain a statement showing in what manner the applicant claims to be eligible for admission as an Associate and shall be signed by or on behalf of the applicant by some person duly authorised in that behalf.
- 16.3 Any such application for admission as an Associate shall be considered by the General Council and may be acceded to or refused in its absolute discretion.
- 16.4 Upon admission each Associate shall pay such entrance fee and for each calendar year thereafter such annual subscription fee as is determined by the General Council which shall be payable in advance on or before 31st December in every Year (save that the

General Council may, at its sole discretion, elect to waive any fee or subscription due from any Associate for any reason).

- 16.5 An Associate shall be entitled to receive notice of Meetings and to attend at such Meetings but shall not have any right to vote at a Meeting whether on a show of hands or a poll on any matter. The accidental omission to give notice of any Meeting to, or the non-receipt of such notice by, any Associate shall not invalidate any resolution passed or action taken at any such Meeting.
- 16.6 An Associate shall (*mutatis mutandis*) comply with the same requirements as are set out in Articles 8, 9 and 10 hereof with regard to a Member and with those Articles expressly referable to an Associate.

CONDITION OF MEMBERSHIP AND ASSOCIATESHIP

17. Save as aforesaid and as herein before provided in relation to the appointment of representatives, the rights of every Member and Associate shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
18. The General Council may at any time request any Member or Associate to give to the General Council either verbally at a meeting of the General Council or in writing particulars or explanations in regard to any act alleged to have been done or omitted by such Member or Associate which in the opinion of the General Council constitutes a breach of such Member's or Associate's obligations under these Articles or is calculated to be prejudicial to the interests of the Association or its Members collectively or of the Industries. Any request under this Article 18 shall be made by notice in writing to the Member or Associate in question and shall specify the date, being not less than seven days from the date of the notice, within which such Member or Associate is required to comply by attendance at a meeting of the General Council or by an explanation in writing, as the case may be.

TERMINATION OF MEMBERSHIP AND ASSOCIATESHIP

19. A Member or Associate shall cease to be a Member or Associate upon the happening of any one of the events following, namely:

- 19.1 if he shall resign his Membership by serving not less than twelve months' notice in writing under his hand left at the Office, such notice not to take effect until 31st December in the year after the notice is served;
 - 19.2 if he shall cease to be eligible for Membership or Associateship in accordance with Articles 8, 9 or 16;
 - 19.3 if the Member or Associate being an individual, shall die or become a patient within the meaning of the Mental Health Act 1959 or of unsound mind or bankrupt or compound with his creditors; or being a corporation shall go into liquidation or have a receiver or a manager or a receiver and manager appointed of its undertaking and assets or any part thereof;
 - 19.4 if in the opinion of the General Council his conduct shall be calculated in any respect to be prejudicial to the interests of the Association or of its Members collectively or of the Industries and he shall fail to remedy such conduct to the satisfaction of the General Council within one month after such notice in writing requiring him to do so shall have been served upon him by the Association and as a result of such failure the General Council shall determine that such Membership or Associateship be terminated; in the case of failure to meet the requirements specified by the core values of the Association the judgment will be made by a panel of three Members, two of whom must be members of General Council, and will be endorsed by General Council;
 - 19.5 if, in the case of a Member or Associate representing a firm or other unincorporated body pursuant to Article 9 or Article 10, the constitution or nature of such unincorporated body or the status of any of its members is changed and the General Council shall recommend that such Membership or Associateship be terminated provided that in the case of Articles 19.5 and 20 a resolution of the General Council is passed by a majority of not less than three-fourths of the members of the General Council present at the meeting of the General Council at which the resolution is proposed.
20. For the avoidance of doubt, any Member may resign from a Product Group or Market Development function of which it is a member provided that such written resignation is served by not less than 12 months' notice in writing upon the relevant Product Group committee.

Any such resignation so delivered shall only take effect on 31st December in the year after the notice is served.

21. In the event that the resignation of a Member may lead to the winding-up of the Association or a Product Group or Market Development function then the resigning Member will be liable for his share of such costs as may be incurred in the winding-up process.
22. Any Member or Associate who for any cause whatsoever shall cease to be a Member or Associate shall not be repaid any part of the entrance fee or of any annual subscription or of any special subscription paid by such Member or Associate to the Association unless the General Council in its absolute discretion shall otherwise determine, but such Member or Associate notwithstanding that he has ceased to be a Member or Associate shall remain liable for and shall pay to the Association all moneys which at the time when he ceased to be a Member or Associate were due from him to the Association under any of the provisions of these Articles or in the case of a Member which may become payable by him by virtue of his liability under the Memorandum of Association.
23. Any Member or Associate who for any cause whatsoever shall cease to be a Member or Associate shall immediately discontinue the use of any device, logo, name, mark or emblem of the Association printed or impressed on any notepaper, advertisement or any other document or containing any indication of Membership or Associateship and shall forthwith return to the Secretary any property of the Association then in his possession.

REGISTERS OF MEMBERS AND ASSOCIATES

24. A register shall be kept by the Association containing the names and addresses of all the Members together with such other particulars as may be required by the Statutes. A separate register shall be kept by the Association containing the names and addresses of the Associates.

GENERAL MEETINGS

25. The Association shall hold a meeting of the Association in every Year as its annual general meeting at such time and place as may be recommended by the Council and determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting of the Association shall be held not more than

fifteen months after the holding of the last preceding annual general meeting.

26. The Board may whenever it thinks fit convene other general meetings and general meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303 - 305 of the 2006 Act.
27. A notice convening a general meeting shall be sent to every Member with an agenda showing the general nature of the business to be transacted at such general meeting and in the case of a resolution submitted by the Board, a copy of the resolution.
28. No resolution shall be passed at a general meeting except upon the business for which the general meeting has been convened. No Member shall be entitled to bring any special business before any general meeting unless he shall have given notice in writing of such special business to the Secretary so as to be received by him not less than thirty days before the date of the general meeting and in any case the Secretary shall include in the notice of the general meeting notice of such special business.
29. The date, place and hour of a general meeting shall be fixed by the Board.

NOTICE OF GENERAL MEETINGS

30. At least twenty-one clear days' notice in writing of every annual general meeting and at least fourteen clear days' notice in writing of every other Meeting, specifying the place, the day and the hour of the Meeting and in the case of special business the general nature of that business, shall be given, in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; save that the period of notice may be shortened in the event that all the Members entitled to receive notice or such proportion thereof as is prescribed by the Act in the case of meetings other than annual general meetings, a Meeting may be convened by such notice as those Members may think fit.
31. Subject to the Act, the accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolutions passed or proceedings at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS

32. All business transacted at an annual general meeting shall be deemed special with the exception of the consideration of the income and expenditure account, balance sheet and the reports of the Board and of the Auditors, the appointment of members of the General Council and Board in place of those retiring by rotation and the appointment of and the fixing of the remuneration of the Auditors.
33. No business shall be transacted at any Meeting unless a quorum of Members is present when the Meeting proceeds to business. Save as herein otherwise provided, nine Members present shall be a quorum. A corporation being a Member shall be deemed for the purpose of this Article to be personally present if represented by proxy in accordance with sections 324 - 327 of the 2006 Act.
34. If within half an hour from the time appointed for the holding of a Meeting a quorum is not present, the Meeting, if convened on 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 within thirty days of the original date of the Meeting and at such other place as the General Council may determine. If at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present shall be a quorum and may transact the business for which the Meeting was called.
35. The Chairman (if any), or failing him the vice-Chairman (if any), shall preside as chairman at every Meeting of the Association. If there be no such Chairman or vice-Chairman, or if at any Meeting neither shall be present within, fifteen minutes after the time appointed for holding the Meeting or if neither of them though present shall be willing to preside, the Members present shall choose some member of the General Council, or if no such member be present, or if all the members of the General Council present decline to take the Chair, they shall choose some Member who shall be present to preside.
36. The chairman of the Meeting may with the consent of those Members present at any such Meeting at which a quorum is present adjourn a Meeting to such other time and place, save that no business shall be transacted at any adjourned Meeting other than business which might lawfully have been transacted 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 in the same manner

as that for the original Meeting. Save as aforesaid, it shall not be necessary for the Members to receive any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

37. At any Meeting a resolution put to the vote of the 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 be demanded by at least two Members present in person or by proxy or by any Member present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution. A certificate by the Authorised Agent that a Member represents not less than one-tenth of such voting rights shall be final and binding. Unless a poll be so demanded a declaration by the chairman of the Meeting 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 minute book 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.
38. If a poll be demanded in the manner aforesaid, it shall be conducted in such a manner and at such time and place as the chairman of the Meeting shall direct and shall be secret. Votes may be given in person or by proxy on a poll and the certificate of the Association's Auditors or other scrutineers appointed by the chairman as to the number of votes both for and against the resolution in respect of which the poll is taken shall be final and conclusive and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
39. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the Meeting shall be entitled to a second or casting vote.
40. No poll shall be demanded or taken on the election of a chairman of a Meeting or on a question of adjournment.

VOTES OF MEMBERS

41. On a show of hands every Member present in person, by proxy or by its duly authorised representative shall have one vote. On a poll every Member present in person or by proxy shall have one vote for every £1000 or part thereof of the annual subscription last payable by him.

42. Save as herein expressly provided, no Member or Associate (or proxy appointed on his behalf) other than a Member or Associate duly registered who shall have paid every fee, subscription and other sum (if any) which shall be due and payable to the Association in respect of his Membership or Associateship shall be entitled to receive notice of or (in the case of a Member) to vote on any question at any Meeting.
43. At any Meeting a corporation being a Member may vote by its representative duly authorised under sections 324 - 327 of the 2006 Act who at such Meeting shall be entitled to speak, demand a poll, vote, act as proxy and in all other respects exercise the rights of a Member on its behalf.
- 44.1 The appointment of a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 44.2 The appointment of a proxy may be in hard copy form, or if the Association agrees, in electronic form.
45. The appointment of a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified or office copy of such power or authority, shall:
- 45.1 if in hard copy form , be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; or
- 45.2 if in electronic form, be received at any address to which an appointment of proxy and may be sent by electronic means as specified for the purpose:
- (a) in the notice of the Meeting, or
 - (b) in any form of proxy sent out by the Association in relation to a Meeting, or
 - (c) in any invitation to appoint a proxy issued by the Association in relation to the Meeting,

not less than forty-eight hours before the time of holding the Meeting or adjourned Meeting, at which the person named in the appointment proposes to vote;

- 45.3 in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 45, Articles 48 and 89 the expression "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means.

46. No objection shall be raised as to the qualification of any vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the Meeting, whose decision shall be final and conclusive.
47. A proxy need not be a Member.
48. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity 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 shall have been received by the Association at the Office (or, where the appointment of a proxy was contained in electronic form, at the address at which such appointment was duly received) before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
49. Proper minutes of all proceedings at Meetings shall be kept by the Secretary and all resolutions passed at such Meetings shall be entered in a Minute Book kept for that purpose. Forthwith after every Meeting the Secretary shall prepare Minutes of the Meeting and within thirty days after the Meeting he shall send copies of such minutes to all Members for the time being entitled to attend and vote at Meetings.

PRESIDENT

50. The Board may at its discretion appoint a president who shall ex-officio be a member of the Board if not already a member. A president shall hold office for a Year but shall be eligible for re-appointment to that office.

POWERS OF THE BOARD

51. The Business of the Association shall be managed by the Board who may pay all such expenses of and incidental to the promotion, establishment and registration of the Association as they think fit. The Board may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, which are not required whether by statute or by these Articles to be exercised or done by the Association at a Meeting of its Members PROVIDED THAT all such acts of the Board and the exercise of its powers are carried out in accordance with the provisions of these Articles, the Statutes or any resolution of the Members passed at a Meeting (save that no regulation passed in a Meeting of the Association shall invalidate any prior act of the Board which would have been valid if such regulation had not been made).

THE BOARD

- 52.1 The Board shall have up to 11 members, not including the Chairman or Chief Executive. The members of the Board for the time being shall be the Directors of the Association.
- 52.1.1 The Board shall appoint as required a panel of three Members of the General Council in accordance with Article 19.4 to adjudicate on any instance of misconduct resulting from a failure to meet the requirements of the core values set from time to time by General Council and Board. The panel will make recommendations to the General Council on the proposed action to be taken up to and including expulsion from the Association.
- 52.2 The Chairman of the Board for the time being shall be the Chairman of the General Council.
- 52.3 The membership of the Board shall be determined as follows:
- 52.3.1 each Member of the Association who pays a sum by way of subscription of at least 5 per cent of the total

subscriptions received by the Association in any Year shall be entitled to appoint one of its senior executives to serve on the Board; in the event that a Member qualified under this Article has appointed, with the consent of all the other similarly qualified Members, two senior executives to serve on the Board, that Member shall only be entitled to one vote;

52.3.2 remaining vacancies shall be offered at the Chairman's discretion to those existing members of the General Council that represent the interests of the large, medium or small companies regardless of whether they are public limited companies or not. For the first meeting after 1 January 2009 these members will be agreed by the Chairman and the major subscribers to the new organisation;

52.3.3 the Chief Executive shall automatically be appointed to the Board.

52.3.4 The members of the Executive Management Committee pursuant to Article 81 may attend Board meetings as appropriate but these members will not have voting rights.

52.4 Appointees to the Board pursuant to Article 52.3.2 shall hold office for a period of three years and will normally complete their terms of office at different times so that some continuity of membership of the Board from such appointees is retained. They may be reappointed.

52.5 The Chairman shall be entitled to invite any other person whether or not a member of the General Council to attend a meeting or meetings of the Board for a specific purpose and such invitee shall not be counted as a member of the Board in any respect.

52.6 If a member of the Board appointed pursuant to Article 52.3.1 is to be replaced by the Member who appointed him then that Member shall nominate a replacement who shall be appointed, but only with the approval of the other members of the Board.

52.7 If a Member other than those Members entitled to appoint a person to serve on the Board, pursuant to Article 52.3.1 shall become entitled to appoint one of its executives to serve on the

Board, then that Member shall nominate a senior executive to serve and such person shall be appointed

52.8 If a Member who shall have appointed a person to serve on the Board, pursuant to Articles 52.3.1 or 52.7 or whose representative has been invited to serve pursuant to Article 52.3.2, shall cease to be a Member then the person so appointed or invited shall also cease to serve on the Board.

52.9 The Board shall have the following powers and responsibilities:

52.9.1 to identify, evaluate, review and promulgate plans for dealing with all strategic issues relevant to the Business of the Association and its Members and recommend appropriate courses of action;

52.9.2 to guide and monitor the financial direction of the Association including the preparation of the annual budget of the Association and to make recommendations relating to annual subscriptions;

52.9.3 to establish and review the policies of the Association on all Business issues;

52.9.4 to settle the terms and conditions of employment of staff of the Association;

52.9.5 at the meeting of the Board held immediately preceding the annual general meeting in each Year to put forward a candidate in each case for the post of Chairman and vice Chairman of the General Council and a candidate proposed for the post of Chairman need not be a Member or Associate or an officer or employee of a Member or Associate or a partner or employee of a firm or partnership which is a Member;

52.9.6 to generally oversee the business affairs of the Association on behalf of the members; and

52.9.7 to approve the chairmen of the Standing Committees pursuant to Article 74.2 on the recommendation of the General Council

53. The Board should try to reach consensus on matters needing resolution wherever possible. Any member of the Board may call for a vote to be

taken which shall be via a show of hands. Once the result of the show of hands is known any two members of the Board, or any 1 member having not less than 5% of the total subscriptions received by the association in the year in which the meeting is taking place, may demand a poll which shall be called by the Chairman and conducted in accordance with Article 41.

54. The members for the time being of the Board may act notwithstanding any vacancy in their body.
55. The Board may exercise all the powers of the Association to borrow or raise money and to mortgage or charge its undertaking and property and to issue debentures and other securities and any such debentures and other securities may be issued at par or at a premium or at a discount.
56. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine.

THE GENERAL COUNCIL

57. The General Council will be responsible for all matters to do with membership of the organisation and for advising the Board on strategic and other key policy issues, taking into account the views of the wider membership.
 - 57.1 With effect from 1 January 2009 and unless and until otherwise determined by the Association, the General Council shall consist of the following:
 - 57.1.1 representatives from those members from time to time serving on the Board as defined and constituted pursuant to Article 52.3.1.
 - 57.1.2 the chairmen of any Standing Committee advocated by the General Council.
 - 57.1.3 the chairmen or nominated representatives of such Product Groups as the General Council may determine from time to time.

57.1.4 the chairman or nominated representatives of the Market Development function

57.1.5 the chairmen of the committees established by the Council in respect of the Regions pursuant to Article 4.4.

57.1.6 up to six Elected Members nominated by any Member or by the Chairman and in the making of such nominations the aims shall be to achieve and or maintain a representative balance within the General Council between large, medium and small companies irrespective of whether they are public limited companies or not or to make available a seat on the General Council for the representative of a Member with special expertise. **Those elected members serving in this capacity on QPA's Council as at 31 December 2008 will continue to serve on the new General Council until the first Annual General Meeting of the new Association.**

57.1.7 the chairman of the Association.

57.1.8 the Chief Executive and other senior executive staff as may from time to time be determined by the General Council.

57.2 Notwithstanding the provisions of Article 57.1 the General Council may at its own discretion recommend alterations to the constitution of the General Council to reflect changes in the structure or governance requirements of the Membership for consideration by the Board.

57.3 Members may not nominate themselves as Elected Members, pursuant to Article 57.1.6 and any nominations made by a Member may not be of a representative or employee of that Member or any person controlled by or associated with that Member.

58. Notwithstanding the provisions of Article 57 no Member may normally have more than four representatives on the General Council at any time including membership of the General Council through the qualification under Article 57 above save with the prior consent of the General Council to such increased membership in any circumstance.

59. All Members nominated to be Elected Members of the General Council pursuant to Article 57 shall be appointed with effect from the close of the annual general meeting at which they were nominated (or any adjournment thereof) and serve for a term ending at the close of the annual general meeting closest to the third anniversary of the date of their election (or any adjournment thereof) but may be re-elected
60. The General Council shall recommend the appointment of the chairman of the Standing Committees for consideration and approval by the Board. The persons so appointed shall upon appointment (if they are not already members) become members of the General Council and remain as such only while holding office as such chairmen. The General Council may fill any casual vacancy in the chairmanship of the Standing Committees. The chairmen of the Standing Committees shall retire from office at the conclusion of the third annual general meeting of the Association following the adoption of these Articles and at every third annual general meeting thereafter (save that such chairmen may be reappointed after the expiry of their initial term).

Any Elected Member of the General Council who shall be appointed a chairman of a Standing Committee whose chairman shall thereby be a member of the General Council shall not be taken into account in the procedure for retirement by rotation in accordance with Article 64 for so long as he remains a chairman of such Standing Committee.

61. The General Council may at any time and from time to time appoint any eligible person to fill a casual vacancy among the Elected Members. Any eligible person appointed to fill a casual vacancy shall retire at the Annual General Meeting at which the Elected Member whose place he was appointed to fill would have retired.
62. The General Council may at any time co-opt any qualified person as a member of the General Council with a view to the due and reasonable representation on the General Council of the interests represented by the Association. Any member so appointed shall hold office until the conclusion of the next succeeding Annual General Meeting.
- 63.1 Save where the General Council unanimously resolve otherwise and save under the provisions of Article 62 no person, who is not a Member or Associate or in the case of a corporation an officer or employee of such corporation or in the case of a firm or other unincorporated partnership a partner or employee thereof shall be eligible as a member of the Council.

- 63.2 Notwithstanding the provisions of Article 63.1 the General Council may recommend for the Board to consider at any time and from time to time that a person shall be elected as Chairman who is not a Member or Associate or in the case of a corporation an officer or employee of such corporation or in the case of a firm or other unincorporated partnership a partner or employee thereof.
- 64.1 Not less than two months before the date of each annual general meeting in each Year, the Secretary shall enquire from each Elected Member who is retiring at such annual general meeting whether he wishes to offer himself for re-election. Once the Secretary has received the replies of the Elected Members or within fourteen days of his enquiry (whichever is the sooner), the Secretary shall write to each Member and inform him of the wishes of the retiring Elected Members, provided that any Elected Member who does not reply to the Secretary's enquiry shall be deemed not to offer himself for re-election.
- 64.2 At the same time, the Secretary shall request the Chairman and each Member to inform him within fourteen days whether they wish to nominate any person or persons as Elected Members. If at the expiry of such fourteen days it appears that the number of eligible persons nominated or seeking re-election to the General Council as Elected Members exceeds the number of vacancies available, the Secretary shall send a list with the names of the candidates in alphabetical order to each Member with the notice of the annual general meeting. At the annual general meeting, the Elected Members shall be elected by a show of hands by the Members present (or represented by proxy), each Member having one vote per vacancy.
- 64.3 Prior to the close of the annual general meeting, the Chairman shall announce the names of the Elected Members elected and such result shall be deemed to have been decided.
65. If at any annual general meeting the place of any retiring Elected Member is not filled then such Elected Member, if offering himself for re-election, shall be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacancy.
66. The Association may by special resolution, or (subject to the provisions of section 168 of the 2006 Act) by ordinary resolution of which special notice has been given in accordance with section 169 of the 2006 Act,

remove any member of the General Council before the expiration of his period of office.

67. Unless the General Council otherwise determines the members of the General Council (save for the Chairman, the Chief Executive and senior executive staff as identified in Article 57.1.8) shall not be entitled to any remuneration for their services, nor to the payment of any out-of-pocket expenses incurred by them in the performance of their duties or otherwise in connection with the affairs of the Association.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

68. Without prejudice to the provisions for retirement by rotation the office of a member of the General Council shall be vacated in any one of the events following, namely:

- 69.1 if he shall resign his office by writing under his hand, left at the Office;
- 69.2 if he ceases to be qualified in accordance with the provisions of Article 63 to be a member of the General Council;
- 69.3 if he shall hold any place of profit under the Association;
- 69.4 if he shall become prohibited from being a member of the General Council by reason of any order made under any of the provisions of the Statutes; or
- 69.5.1 if he shall be removed from office pursuant to any provision of these Articles or of the Act.

PROCEEDINGS OF THE GENERAL COUNCIL

70. The General Council may meet together for the despatch of business and shall adjourn and otherwise regulate its meetings as it shall think fit. Unless the General Council shall decide otherwise, the Chairman and vice-Chairman shall be the persons proposed by the Board in accordance with Article 52. In the event of more than one candidate being proposed for the position of Chairman or vice-Chairman, then the candidate receiving the majority of votes on a show of hands shall be duly elected at the meeting unless not less than three members of the General Council shall upon the result of the vote being declared demand a poll. If a poll be demanded then each member of the General Council shall have one

vote for every £1000 or part thereof of the annual subscription last payable by the Member whom he represents. The poll shall be taken forthwith. A certificate by the Authorised Agent as to the number of votes of each member of the General Council on a poll shall be final and binding. In the event of any vacancy in the office of Chairman or vice-Chairman then the Board shall as soon as practicable fill the vacancy. Subject as set out above and unless and until otherwise determined by the Board, questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Chairman may and the Secretary on the requisition of the Chairman or of not less than three members of the General Council shall at any time summon a meeting of the General Council.

71. The General Council may meet after seven days' notice at the least (inclusive of the day on which the notice is served or deemed to be served but, exclusive of the day for which the notice is given) specifying the place, the day and the hour of the meeting and enclosing the agenda of the business to be discussed at the meeting shall be given of every meeting of the General Council unless in the opinion of the Chairman or failing him the vice-Chairman it shall be expedient to call a meeting on shorter notice for the discussion of urgent business in which case the meeting may be called on three days' notice if the notice is sent through the post or on twenty-four hours' notice if the notice is given by telephone, telex, electronic mail or facsimile.
72. The quorum necessary for the transaction of the business of the General Council may be fixed by the General Council and unless and until so fixed shall be four. Any member of the General Council attending a meeting of the General Council by telephone or any form of video conference shall be included in determining whether a quorum is present.
73. If at any meeting of the General Council neither the Chairman nor vice-Chairman be present within fifteen minutes after the time appointed for holding the meeting, the members of the General Council present shall choose one of their number to be Chair of the meeting but such chairman shall not have a second or casting vote.
- 74.1 Subject to Article 52, the General Council may delegate any of its powers other than the power to admit or remove Members to or from the Standing Committees or any other committee, sub-committee, panel or working group as it may think fit. Any other committees so formed shall, in the execution of the power

so delegated, conform to any regulation imposed on it by the Board

- 74.2 The chairman of each of the Standing Committees may be nominated by the General Council constituted pursuant to Article 52, or by the members of the relevant Standing Committee. Chairmen will be appointed at the Board meeting immediately following the annual general meeting next following such nomination and serve for a term ending at the annual general meeting closest to the third anniversary of the date of appointment but may be re-elected.
- 74.3 The meetings and proceedings of the Standing Committees and any other committees formed under Article 74.1 shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same are not superseded by any regulations made by the Board and without prejudice to the generality of the foregoing each Standing Committee shall have clear and explicit terms of reference recommended by the General Council and approved by the Board and such terms of reference once so approved may not be varied without first obtaining the Board's approval.
75. All acts bona fide done by any meeting of the General Council or of any committee of the General Council in conformity with the provisions of these Articles or by any person acting as a member of the General Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the General Council.
76. The General Council shall cause proper minutes to be made of all appointments of officers made by the General Council and of the proceedings of all meetings of the Association and the General Council and of any committees of the Association, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
77. The meetings and proceedings of the Product Groups shall be governed by the provisions of these Articles for regulating the meetings and

proceedings of the General Council so far as applicable and so far as the same are not superseded by any regulations made by the Board.

REGULATIONS

- 78.1 The Board, with the agreement of the General Council in the case of membership criteria and other membership matters, shall have power from time to time to adopt and make alter or revoke regulations of the Association to ensure the furtherance of the purposes for which the Association is established provided that such regulations, alterations and revocations are not contrary to the Memorandum of Association or these Articles of Association. All such regulations for the time being in force shall be binding upon all Members or Associates until they shall be varied or set aside by an ordinary resolution of the Association.
- 78.2 No Member or Associate shall be absolved from such regulations by reason of his not having received any of the same or of any alterations or additions thereto or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Board to make regulations on other matters the following shall be deemed to be matters which may be governed by regulations within the meaning of this Article:
- 78.2.1 codes for the production and delivery of, and codes and standards for design and construction using the Materials;
 - 78.2.2 the persons eligible for Membership or Associateship;
 - 78.2.3 the conditions on which persons shall be admitted to Membership or Associateship;
 - 78.2.4 entrance fees in respect of Membership or Associateship;
 - 78.2.5 the annual subscriptions and any other payments or fees to be made by the Members and Associates;
 - 78.2.6 the regulation of Regions established under Article 4.1-4.4 and any other regional or geographically based groupings of Members; and

78.2.7 the classification of business as Core Business Product Business, or Market Development Business and the approval of the rules and procedures which the Product Groups shall adopt to enable them to carry out the relevant Business.

CHIEF EXECUTIVE

79. The Board may from time to time appoint any persons (not being a Member) to the office of Chief Executive for such period and upon such terms and such conditions as it may think fit and subject to the terms and conditions of any agreement entered into in any particular case revoke such appointment.
80. The Board may entrust to and confer upon any Chief Executive appointed pursuant to Article 78 any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as it thinks fit either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary any such powers.
81. The Board may from time to time appoint an Executive Management Committee to assist the Chairman and Chief Executive in the conduct of their duties and the general day to day management of the Association. The constitution of the Committee may be proposed by the Chairman and Chief Executive for approval by the Board.

SECRETARY

82. The Secretary (not being a member of the Board) shall be qualified in accordance with the Statutes and shall be appointed by the Board for such period and on such terms and such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

ACCOUNTS

83. The Board shall cause accounting records to be kept in compliance with the provisions of the Statutes.
84. The accounting records shall be kept at the Office or, subject to the Statutes, at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board.

85. The Board may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members, other than members of the Board, of the accounts and books of the Association, or any of them, but subject to such restrictions the accounts and books of the Association shall be open to the inspection of such Members at all reasonable times during business hours. Provided that in no circumstances shall any person other than the Secretary, the Auditors and the Authorised Agent have any right except as conferred by law to inspect any portion of any book of account or other document containing particulars of the annual subscriptions paid or payable by Members other than portions of books of account or other documents showing the aggregate sums received but without details of the Members by whom the same were paid or are payable or to receive any information from which the tonnage produced and or sold by any Members could be deduced. The Secretary, the Auditors and the Authorised Agent shall keep confidential and shall not disclose to any person whomsoever any such information as aforesaid except to the extent to which such disclosure shall be permissible under the foregoing provisions of this Article.
86. At each annual general meeting in every Year the Board shall lay before the General Council and the Association a proper income and expenditure account for the period since the last preceding accounts made up to a date not more than six months before such annual general meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be prepared in accordance with the Statutes) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the annual general meeting subject nevertheless to the provisions of sections 423 - 425 of the 2006 Act, be sent to the Auditors and to all other persons entitled to receive notices of Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by sections 434 - 436 of the 2006 Act.

AUDIT

87. At least once in every Year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or the Auditors.

88. The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

89. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members. For the avoidance of doubt, a notice may be given using electronic means to an address for the time being notified for that purpose to the person giving the notice.
90. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
91. Any notice if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.

DISSOLUTION

92. Clause 8 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

THE SEAL

93. The seal of the Association shall not be fixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one member of the Board and of the Secretary and the said Board member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person

bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INDEMNITY

94. Subject to the provisions of the Statutes, every member of the Board the Secretary and every other officer of the Association shall be indemnified out of the funds of the Association against all losses or liabilities which he may sustain or incur in or about the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under section 727 of the Act (section 1157 of the 2006 Act on and from commencement in force on 1 October 2008) in which relief is granted to him by any court.

MPA

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No.[1634996]

THE COMPANIES ACT 1985 (AS AMENDED) AND THE COMPANIES ACT
2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM AND
ARTICLES OF ASSOCIATION

Of MINERAL PRODUCTS ASSOCIATION LIMITED
(MPA)

INCORPORATED THE 12th DAY OF MAY 1982
Amended by Special Resolution of 5 September 2008