

Company Number: 477838

WRITTEN SPECIAL RESOLUTION

- of -

THE ENGINEERING EQUIPMENT AND MATERIALS USERS ASSOCIATION LIMITED

The following SPECIAL RESOLUTION was agreed and passed by the Members
on 16th July 2009:-

THAT the existing Memorandum of Association of the Company be deleted and
replaced by a new Memorandum clauses 1 to 8 (inclusive) as per the draft
attached.

AND THAT the existing Articles of Association of the Company be deleted and
replaced by a new Articles 1 to 69 as per the draft attached.

NH Wells.

N H WELLS
Director.

Signed:

Chris Thyle
Company Secretary.

Director/Secretary

Presented By:
Reichmann & Wing Limited
DX 36954
Winchmore Hill

SATURDAY



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MEMORANDUM OF ASSOCIATION

Of

THE ENGINEERING EQUIPMENT AND MATERIALS USERS ASSOCIATION

1. The name of the Company (hereinafter called "the Association") is
THE ENGINEERING EQUIPMENT AND MATERIALS USERS ASSOCIATION
2. The Registered Office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - (A) (i) To improve the safety, environmental and operating performance of industrial facilities in the most cost-effective way, pursuing and promoting leadership in industrial asset management.
 - (ii) To promote the interests of Members of the Association, as owners and operators of industrial facilities, in issues relating to the safety, environmental and operating performance of industrial facilities at any stage in the procurement and use of engineering components, equipment, materials and systems.
 - (iii) To provide a forum for the discussion and resolution of engineering problems and to act as a source of information and guidance on the nature, use and application of engineering components, equipment, materials and systems.
 - (iv) To establish a common policy for the standardisation of, and where possible make common standards for, engineering products used in any aspect of the operations of the Members of the Association such that industrial efficiency and effectiveness is increased.
 - (v) To promote, through formal standards bodies or otherwise, national, European and international standards appropriate to the industrial users' requirements.
 - (vi) To make known and to promote the objects of the Association; and to print and publish codes of practice, specifications, bulletins, handbooks and other documents which may be appropriate to the above objects.
 - (vii) To promote training and competence development in the use of engineering equipment and materials and the management of industrial assets.
 - (viii) To liaise and co-operate with government departments, regulatory authorities, and other appropriate bodies and to formulate, promote, support or oppose any legislative or other action which may affect any of the objects of the Association.
 - (ix) To do all or any of the things and matters aforesaid in any part of the world where appropriate.
- (B) 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.
- (C) 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.
- (D) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (E) To collect and receive entrance fees, subscriptions and contributions and to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

- (F) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, and with such sanction (if any) as may for the time being be prescribed by law.
- (G) To affiliate with and support other Councils, Institutes, Associations and other bodies appearing to the Association to be in any way connected with the purpose of the Association or calculated to further its objects and to co-operate and consult and enter into arrangements with or membership of any such bodies whether incorporate or unincorporated.
- (H) To maintain a pension fund for the staff of the Association or otherwise to assist such staff and their dependants.
- (I) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (J) 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

Provided 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

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England & Wales or the Secretary of State for Education and Science, 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 Council of Management or Governing Body of the Association 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 to the same extent as they would as such Council or Management or 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 the Secretary of State for Education and Science over such Council of Management or Governing Body but they 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 allowed by law, having regard to such trusts.

- 4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the 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, nor prevent the payment of interest at a reasonable and proper rate for the time being on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no member of the Council of Management or Governing Body of the Association 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 Council or Governing Body, 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; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body 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 such payment.

- 5. The liability of the Members is limited.

6. 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 ceased 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, such amount as may be required not exceeding five pounds (£5).
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. 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, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the 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.

WE, the several persons, whose Names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names and addresses of Subscribers:

A. C. Hartley

For and on behalf of Anglo-Iranian Oil Company Limited
Britannic House, Finsbury Circus, London EC2

Godfrey T. Verrall

For and on behalf of Courtaulds Limited
16 St Martin's-le-Grand, London EC1

Ewart Smith

For and on behalf of Imperial Chemical Industries Limited
Imperial Chemical House, Millbank, London SW1

H. Gough

For and on behalf of Lever Brothers and Unilever Limited
Unilever House, Blackfriars, London EC4

D. A. Williams

For and on behalf of Shell Petroleum Company Limited
St Helen's Court, Great St. Helen's, London EC3

E. M. Martin

88 Shirley Avenue, Bexley, Kent, Solicitor's Managing Clerk

L. G. Wadeson

Myrtle Barn, Codmore Hill, Pulborough, Sussex, Solicitor's Articled Clerk

Dated this 16th day of January, 1950

Witness to the above signatures:

Maurice Grant, Solicitor
16 St Martin's le-Grand, London EC1

ARTICLES OF ASSOCIATION
Of
THE ENGINEERING EQUIPMENT AND MATERIALS USERS ASSOCIATION

GENERAL

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

Words	Meanings
the Association	The above-named Association
these Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
the Act	The Companies Act 2006
the Companies Acts	The Companies Act 2006 and every other statute from time to time in force concerning companies in so far as the same applies to the Association
the Council	The Governing Body for the time being of the Association
the Office	The Registered Office of the Association
the Seal	The Common Seal of the Association
the Secretary	The Company Secretary
Member	a Member of the Association
month	calendar month
year	a period of twelve calendar months
in writing	Written or printed, or partly in one mode and partly in another, or by other modes of representing or reproducing words in a visible form.

And 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 any body of persons whether corporate or unincorporate.

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

2. On incorporation the number of Members with which the Association proposed to be registered was declared to be twenty, but the number has since been increased, and the Council may from time to time register an increase or decrease of Members.
3. The provisions of Section 113 of the Act shall be observed by the Association, and every Member shall sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS

5. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles shall be Members of the Association.
6. Any body corporate or unincorporated which is a substantial user or purchaser of engineering products shall be eligible for membership subject to the approval of the Council and to these Articles. The admission of Members shall be at the absolute discretion of the Council whose decision shall be final and conclusive.
7. Applications for Membership shall be made in such manner as may from time to time be determined by the Council.
8. Every Member shall pay to the Funds of the Association such entrance fee (if any) and such annual or other periodic subscription as shall from time to time be fixed by the Council who may at any time waive such payment wholly or in part in any case where they shall think fit so to do.

TERMINATION OF MEMBERSHIP

9. A Member shall cease to be a Member upon the happening of any one of the following events, namely:
 - (a) If any subscription or any part thereof which is payable by the Member is six months in arrear or remains or has remained unpaid for more than one month after notice of non-payment shall have been given to the Member.
 - (b) If he goes into liquidation, either voluntarily or compulsory, otherwise than for the purpose of amalgamation or reconstruction, or a receiver and manager of his property and assets or any part thereof is appointed.
 - (c) If he resigns from the Association by giving not less than twelve months previous notice in writing to the Association with delivery recorded.
 - (d) If the Council decides at a meeting specially convened for the purpose that the Member has been guilty of conduct prejudicial to the interests, credit or reputation of the Association, or has wilfully acted in contravention of these Articles or any bye-laws, rules or regulations made pursuant hereto and that by reason thereof such Member ought to be excluded from membership provided always that such Member shall be given reasonable notice of such meeting and a reasonable opportunity of attending and being heard thereat.
10. Any Member ceasing to be such for any reason shall nevertheless remain liable to pay all subscriptions and other sums (if any) due from him to the Association (whether presently payable or not) at the date of cessation of membership.

AFFILIATION OF OTHER BODIES

- 10A. The Council may admit to affiliation with the Association subject to such conditions as the Council shall from time to time prescribe, any body (whether incorporated or unincorporated) which the Council considers will contribute to the business of the Association and may extend to such body such of the privileges, benefits and advantages enjoyed by the Members of the Association as the Council shall from time to time determine and subject to such conditions, including the payment of such fees, as the Council shall from time to time determine but so that no such body or member thereof shall by reason of such affiliation be deemed to be a Member of the Association within the meaning of either the Memorandum and Articles of Association or the Companies Acts. Such affiliated bodies may be known as "Associates" or as "Collaboration Partners".

GENERAL MEETINGS

11. The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

12. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Companies Acts.
14. Subject to the provisions of the Companies Acts, the date, place and hour of an Extraordinary General Meeting shall be fixed by the Council.

NOTICE OF MEETINGS

15. A notice convening an Extraordinary General Meeting shall specify the general nature of the business to be transacted at such meeting and shall in the case of a resolution submitted by the Council have a copy of such resolution attached thereto specifying whether it be an Ordinary, Special or Extraordinary resolution. No resolution shall be passed at an Extraordinary General Meeting except upon the business for which the meeting has been convened. No Member shall be entitled to bring any special business before any meeting unless he shall have given notice in writing of such special business to the Secretary so as to be received not less than thirty days before the date of the meeting and in any such case the Secretary shall include notice of such special business in the notice of that meeting.
16. Twenty-one days notice in writing at least of every Annual General Meeting and of every general meeting convened to pass a Special Resolution and fourteen days notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, shall be given in 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; but with the consent of all the Members having the right to attend and vote thereat or of such proportion of Members 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.
17. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or business transacted at any meeting of the Association.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
19. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided seven Members or one third of the total number of Members, whichever is the greater number, when present in person or by proxy shall be a quorum.
20. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and 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.
21. The Chairman (if any) of the Council or failing him the Deputy Chairman (if any) shall preside as Chairman at every general meeting of the Association but if there be no such Chairman or Deputy Chairman or if at any meeting neither of these officers shall be present within fifteen minutes after the time appointed for holding the same, or shall be willing to preside, the Members present shall choose some Member of the Council, or if no such Member shall be present, or if all the Members of Council present decline to take the chair, the Members present shall choose one of their number to preside.

22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or upon the declaration of the result of a show of hands) demanded by the Chairman, or by any Member present in person or by proxy. Unless a poll be so demanded (and the demand be not withdrawn) 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 book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. A demand for a poll may be withdrawn.
24. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote and the resolution proposed shall be deemed not to have been passed.
27. The demand of a poll shall not prevent the continuance of a meeting for the transaction of business other than the question on which a poll has been demanded.
28. Subject to the provisions of the Companies Acts a resolution in writing signed on behalf of all Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in like form each signed on behalf of one or more Members.

VOTES OF MEMBERS

29. Subject as hereinafter provided every Member present in person or by proxy shall on a show of hands or on a poll have one vote.
30. Save as herein expressly provided, no person other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to be present or to vote on any question at any general meeting personally or by proxy.
31. At any general meeting a Member entitled to attend and vote at such meeting may appoint a proxy who shall be entitled to speak at such meeting and to vote both on a show of hands and on a poll.
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation under its seal or under the hand of an officer or attorney duly authorised in that behalf. A proxy need not be a Member.
33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall 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 36 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation shall have been received at the Office one hour before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"THE ENGINEERING EQUIPMENT AND MATERIALS USERS ASSOCIATION"

"We of
a Member of THE ENGINEERING EQUIPMENT AND MATERIALS USERS ASSOCIATION
hereby appoint of
and failing him, of
as our proxy to vote for us and on our behalf at the (Annual or Extraordinary
General or adjourned, as the case may be) General Meeting of the Association to be
held on the day of and at any adjournment thereof.

Signed this day of

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

36. Any corporation or body which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any or all meetings of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or body could exercise if it were an individual Member. The appointment of such representative shall remain in force until notice in writing of revocation by the corporation or body concerned shall have been received at the Office.

COUNCIL OF MANAGEMENT

37. The governing body of the Association shall be the Council which shall consist of representatives of the Members appointed under Article 38 and such other persons as may be appointed from time to time under Article 42 (herein called "members of Council").
38. Each Member shall be entitled to appoint one representative to be a member of Council and one additional representative to be an alternate member of Council and may at any time remove any member of Council or alternate member of Council so appointed and may in each case appoint in his place such other representative as that Member may determine.
39. An alternate member of Council so appointed shall have the right to attend and vote at any meeting of the Council, or any committee thereof, at which the member of Council for whom he is alternate is not personally present, and generally to perform at Council Meetings and committee meetings all the functions of such member of Council in his absence.
40. Any appointment or removal of any such member of Council or alternate member of Council shall be effected by notice in writing signed on behalf of the appointor by a duly authorised officer (supported if that Member is a corporation and if so requested by the Council by a certified copy of a Board Resolution authorising any such appointment or removal) and with delivery to the Association recorded.
41. The members of Council for the time being may act notwithstanding any vacancy in their body.
42. The Council may in addition, co-opt as members of Council persons who would, in the opinion of the Council, further the interests of the Association. Any person so co-opted may be removed at any time by a resolution of the Council and may at the discretion of the Council be given power to vote at particular meetings thereof in respect of specified items of business only (other than in respect of any resolution for his removal) or may be co-opted in an advisory capacity only. It is provided

always that at any meeting of the Council the number of co-opted members of Council for the time being entitled to vote at that meeting shall never constitute more than one-third of the total number of members of Council present and entitled to vote at that meeting.

POWERS OF THE COUNCIL

43. The business of the Association shall be managed by the Council who 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, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of any enactments for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting, shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

DISQUALIFICATION OF MEMBERS OF COUNCIL

44. The office of a member of Council (or alternate member of Council) shall be vacated:
- (a) If he shall become bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors generally; or
 - (b) If he becomes of unsound mind; or
 - (c) If he by notice in writing to the Association he resigns his office; or
 - (d) If, having been appointed under Article 38 he is either removed from office by his appointor or his appointer ceases to be a Member of the Association; or
 - (e) If he holds any office of profit under the Association; or
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 168 of the Act; or
 - (g) If being a co-opted member he is removed by the Council.

PROCEEDINGS OF THE COUNCIL

45. The Council may, subject to these Articles, meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting of the Council shall be decided by a majority of votes and, subject to Article 42, every member shall have one vote. In the case of an equality of votes the Chairman shall not have a second or casting vote.
46. The quorum necessary for the transaction of the business of the Council may be fixed by the Council. Unless and until so fixed seven members of Council or one third of the total number of members of Council, whichever is the greater number, (or their duly appointed alternates) shall be a quorum; provided that if the members of Council shall at any time be less than ten in number the majority of the members of Council (or their duly appointed alternates) shall be a quorum.
47. A member of Council may, and on the requisition of a member of Council, the Secretary shall, at any time summon a meeting of the Council by notice served upon members of the Council. It shall not be necessary to give notice of the meeting of the Council to any member of Council for the time being absent from the United Kingdom.
48. The Council shall from time to time elect from amongst their number a Chairman and Deputy Chairman and shall determine the period for which each is to hold office (which shall not normally exceed two years). The Chairman or in his absence the Deputy Chairman shall be entitled to preside at all meetings of the Council at which he shall be present, but if no such Chairman or Deputy Chairman be elected, or if at any meeting neither is present within five minutes after the time appointed for holding the meeting the members of Council present shall choose one of their number willing to preside to be Chairman of the meeting.

49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
50. The Council may delegate any of its powers (other than the power to admit Members entrance fees and subscriptions) to such committees as it may think fit and comprising such persons and upon such terms and conditions and restrictions as it thinks fit. Any committee so formed shall, in the execution of the power so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid provided that a member of any committee need not be a member of Council.
51. All acts done bona fide by any meeting of the Council or of any committee of the Council, or by any person acting as a member of 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 Council.
52. The Council shall cause proper minutes to be made of all appointments of officers made by the Council, and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any minutes of such meetings, 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.
53. A resolution in writing signed by all the members of the Council for the time being entitled to vote at meetings of the Council or by all the members of any committee of Council shall be as valid and effective as if it had been passed at a meeting of the Council or of such committee duly convened and constituted and may consist of several documents in like form each signed by one or more members.
54. Members of Council shall not be entitled to any remuneration but any member may at the discretion of the Council be reimbursed any reasonable out-of-pocket expenses incurred by him in or about the affairs of the Association.

COMPANY SECRETARY

55. The Council shall by resolution from time to time appoint some person (not being a Member representative) to be the Secretary of the Association for such term, at such remuneration and upon such conditions as it thinks fit, and may from time to time appoint an assistant, deputy or other who may act in place of the Secretary or no Secretary capable of acting. Any person or persons so appointed may be removed by the Council. The provisions of the Companies Acts shall apply.

THE SEAL

56. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of Council and shall be countersigned by the Secretary or by a second member of Council.

ACCOUNTS

57. The Council shall cause proper accounting records to be kept with respect to:
 - (a) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) All sales and purchases of goods by the Association; and
 - (c) The assets and liabilities of the Association.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

58. The accounting records shall be kept at the Office, or subject to Section 1136 of the Companies Act 2006 at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of Council.
59. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members of the accounting records of the Association, or any of them, and subject to such restrictions, the accounts and books of the Association shall be open to the inspection of the Members at all reasonable times during business hours.
60. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such 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 Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) 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 meeting, be sent to the Auditors and all other persons entitled to receive notices of general 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 the Companies Acts.

AUDITORS

61. 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.
62. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

NOTICES

63. 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.
64. 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, 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.
65. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.
66. Subject to Article 64 notice of every general meeting shall be given in the manner hereinbefore authorised to every Member and to the Auditors for the time being of the Association and no other persons shall be entitled to receive notices of general meetings.

DISSOLUTION

67. Clause 7 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.

INDEMNITY

68. Subject to the provisions of the Companies Acts, every member of the Council, 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, whilst acting honestly and reasonably, in and 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 the Companies Acts in which relief is granted to him by the Court.

REFERENCE

69. At the time of adoption of these Articles, the Companies Act 2006 was available here: <http://www.berr.gov.uk/whatwedo/businesslaw/co-act-2006/>

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