



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **10883462**

The Registrar of Companies for England and Wales, hereby certifies that

**EXTRACTION MANUFACTURERS AND DESIGNERS
ASSOCIATION**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **25th July 2017**



N10883462J



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

300 299 1. 40

In accordance with
Section 9 of the
Companies Act 2006.

IN01

Application to register a company



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a
private or public company.

✗ **What this form is NOT**
You cannot use this form to register
a limited liability partnership. If you
use this form if any individual has
with significant control or has applied for protection
having their details disclosed to the
public register. Contact Companies House
companieshouse.gov.uk for a
separate form.



A6B3CIU1

A04 20/07/2017 #156
COMPANIES HOUSE

A06 28/06/2017 #89
COMPANIES HOUSE

THURSDAY
WED

Part 1 Company details

A1	Company name	<p>→ Filling in this form Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p> <p>❶ Duplicate names Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse</p>
	Check if a company name is available by using our name availability search: www.companieshouse.gov.uk/info	
	Please show the proposed company name below.	
Proposed company name in full ①	Extraction Manufacturers and Designers Association	
For official use	10882762	

A2	Company name restrictions ②	<p>❷ Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse</p>
	<p>Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.</p> <p><input type="checkbox"/> I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.</p>	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ③	<p>❸ Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse</p>
	<p>Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.</p> <p><input checked="" type="checkbox"/> I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.</p>	

IN01

Application to register a company

A4

Company type¹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☒ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

¹ Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ²

Classification code 1	8	6	1	1
Classification code 2				
Classification code 3				
Classification code 4				

~~8611~~ 94110

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

Trade Association

² Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ¹

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

¹ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

IN01

Application to register a company

A7

Registered office address ①

	Please give the registered office address of your company.						
Building name/number	4 (Ground Floor)						
Street	Victoria Square						
Post town	St Albans						
County/Region	AL1 3TF						
Postcode	A	L	1	3	T	F	

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8

Articles of association ②

	Please choose one option only and tick one box only.					
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>					
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>					
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>					

② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9

Restricted company articles ③

Please tick the box below if the company's articles are restricted.

☐

③ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	<div style="display: flex; justify-content: space-between; width: 100%;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

IN01

Application to register a company

Director

D1 Director appointments ①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.
Title*	Mr
Full forename(s)	Paul
Surname	Rowlands
Former name(s) ②	
Country/State of residence ③	England
Nationality	English
Month/year of birth ④	<div> <div> <div>×</div> <div>×</div> </div> <div> <div>m</div> <div>1</div> </div> <div> <div>2</div> </div> <div> <div>y</div> <div>1</div> </div> <div> <div>9</div> </div> <div> <div>y</div> <div>6</div> </div> <div> <div>3</div> </div> </div>
Business occupation (if any) ⑤	Manufacturer

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .
Building name/number	The Company's Registered Office'
Street	
Post town	
County/Region	
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Director

D1 Director appointments ①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mr.
Full forename(s)	Wally Percy
Surname	Gilder
Former name(s) ②	
Country/State of residence ③	England
Nationality	English
Month/year of birth ④	X X m0 m2 y1 y9 y5 y3
Business occupation (if any) ⑤	Manufacturer

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office - PS
Street	10 CANONILE ROAD
Post town	MELTON MOWBRAY
County/Region	LEICESTER
Postcode	LE13 0F2
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1**Statement of capital**

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Complete a separate table for each currency	E.g. Ordinary/Preference etc.			

Currency table A

Totals				

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

F2**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ❶	Wally
Surname ❶	Gilder
Address ❷	Flextraction Ltd, 10 Digby Drive, Leicester Rd Industrial Estate Melton Mowbray Leicestershire
Postcode	L E 1 3 0 R Q
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	Paul
Surname ❶	Rowlands
Address ❷	Nederman Ltd Unit 91 Seedlee Road, Walton Summit Centre, Bamber Bridge, Preston
Postcode	P R 5 8 A E
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1**Statement of initial significant control ¹**

- ☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

¹ Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2**Statement of no PSC**

(Please tick the statement below if appropriate)

- ☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

Application to register a company

H3	Individual's details			
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company			
Title*				
Full forename(s)				
Surname				
Country/State of residence ^①				
Nationality				
Month/year of birth ^②		m	m	y y y y

① Country/State of residence
This is in respect of the usual residential address as stated in section H6.

② Month and year of birth
Please provide month and year only.

Service address
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

H7**Nature of control for an individual¹**

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

1 Tick each that apply.

H8**Nature of control by a firm over which the individual has significant control¹**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

1 Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Individual PSC

H3**Individual's details**

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*

Full forename(s)

Surname

Country/State of residence^①

Nationality

Month/year of birth^②

m m

y y y y

① Country/State of residence

This is in respect of the usual residential address as stated in section H6.

② Month and year of birth

Please provide month and year only.

H4**Individual's service address^①**

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

H7**Nature of control for an individual¹**

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

¹ Tick each that apply.

H8**Nature of control by a firm over which the individual has significant control¹**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1 RLE details ^①	
Corporate or firm name	Extraction Manufacturers and Designers Association
Building name/number	4 (Ground Floor)
Street	Victoria Square
Post town	St Albans
County/Region	
Postcode	AL1 3TF
Country	UK

^① Registered or principal office address
This is the address that will appear on the public record.

D. Sumpster

I2 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered ^①	
Country/State ^①	
Registration number ^①	

^① Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply.**Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ¹

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

1 Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1	ORP details	
	An 'other registrable person' is: <ul style="list-style-type: none">• a corporation sole• a government or government department of a country or territory or a part of a country or territory• an international organisation whose members include two or more countries or territories (or their governments)• a local authority or local government body in the UK or elsewhere	
Name of ORP	<input type="text"/>	
	<input type="text"/>	

J2	Principal office address ①	
Building name/number	<input type="text"/>	① Principal office address This is the address that will appear on the public record.
Street	<input type="text"/>	
	<input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/>	
Country	<input type="text"/>	

J3	Legal form and governing law	
Legal form	<input type="text"/>	
	<input type="text"/>	
Governing law	<input type="text"/>	

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply.**Ownership of shares**

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Part 6

Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary.

K2

Election to keep directors' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4

Election to keep members' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☒ The company will be a single member company (Tick if applicable).

K5

Election to keep PSC register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

^④ **Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 **Consent to act****L1** **Consent statement**

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 **Statement about individual PSC particulars****M1** **Particulars of an individual PSC ^①**

Please tick the box to confirm.

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 **Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1 **Statement of compliance delivered by the subscribers ^②**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

N2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name Kingston Smith Association Management

Building name/number Chester House

Street 68 Chestergate

Post town Macclesfield

County/Region

Postcode S K 1 1 6 D Y

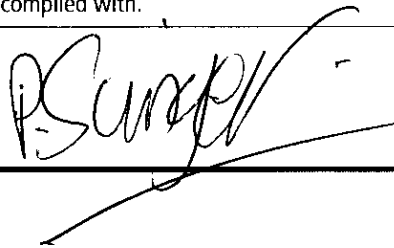
Country UK

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Agent's signature

Signature

X



X

IN01

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Phil Slinger
Company name	Kingston Smith
	Association Management
Address	Chester House
	68 Chestergate
Post town	Macclesfield
County/Region	
Postcode	S K 1 1 6 D Y
Country	UK
DX	
Telephone	01625 664502

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☒ At the registered office address (Given in Section A7).
☐ At the agents address (Given in Section N2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☒ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☒ You have used the correct appointment sections.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**How to pay**

A fee is payable on this form.
 Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ.
 DX 33050 Cardiff.

For companies registered in Scotland:
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG.
 DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption
 If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE.

**Further information**



For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Company not having a share capital

**Memorandum of Association of the
Extraction Manufacturers and Designers Association**

Each subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and Agrees to become a Member of the Company.

Company name/address	Principle contact	Authentication by each subscriber
Flextraction Ltd	Wally Gilder	
Nederman Ltd	Paul Rowlands	

Date: 19/07/2017

19th July 2017

**Articles of Association of the
Extraction Manufacturers and Designers Association**

Introduction

1. Interpretation

In these Articles, the following words shall have the respective meanings hereby assigned to them, unless there be something in the subject or context inconsistent therewith:

“Act” means the Companies Act 2006 as amended from time to time.

“The Association” means the Extraction Manufacturers and Designers Association.

“Articles” means the Company’s Articles of Association.

“The Board” mean the Directors of the Association, who will also serve on the Executive Board of the Company and be registered as Directors of the Company within the meaning of the Act.

“The Committee” means the elected and co-opted Committee Members of the Association.

“In writing” means written or printed, or partly written and partly printed or via electronic communication.

“the List” means the Register of Members kept pursuant to Companies Act 2006.

“Company Members” means those organisations that are fully paid up, Full Members of the Association.

“the Office” means the principal business address of the Association for the time being.

“Month” means calendar month.

“Assets” to include cash, stock, inventories, property rights, and goodwill owned by the Association.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine gender.

These Articles shall be construed with reference to the provisions of the Companies Act 2006 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

Company not having a share capital

**Memorandum of Association of the
Extraction Manufacturers and Designers Association**

Each subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and Agrees to become a Member of the Company.

Company name/address	Principle contact	Authentication by each subscriber
Flextraction Ltd	Wally Gilder	
Nederman Ltd	Paul Rowlands	

Date:

1. The Company's name is the **Extraction Manufacturers and Designers Association**.
2. **The Registered Office of the Company will be situated in England.**
3. **The objects for which the Company exists are:**
 - 3.1 to improve, support and protect the interests of all companies, firms, and persons engaged in the manufacture and design of extraction systems and equipment in the UK;
 - 3.2 to promote the use of effective Local Exhaust Ventilation (LEV) and dust/fume extraction to carry away airborne contaminants before they can be breathed in, in the workplace, by raising the standard, quality and awareness of LEV systems designed, manufactured, installed and used in the workplace (the Industry);
 - 3.3 to improve Health and Safety in the workplace by promoting effectively designed, manufactured, installed and serviced extraction systems and equipment;
 - 3.4 to act as an impartial focal point for the industry and to share matters of concern and to discuss industry issues, best practice and to drive forward cross industry initiatives aimed at improving the UK wide industry awareness of effective Local Exhaust Ventilation (LEV) and dust/fume extraction, to carry away airborne contaminants before they can be breathed in, in the work place;
 - 3.5 to promote the selection of the correct and most suitable control measures, extraction system design and abatement technology to UK industry by way of issuing guidelines;
 - 3.6 to give Legislature, Public Bodies, and others, facilities for ascertaining the view of companies, firms, and persons engaged in the said industry as regards matters directly or indirectly affecting such industry, and to confer with any public bodies, companies, membership bodies and others with reference thereto;
 - 3.7 to originate and promote improvements in the laws affecting the said industry, and to support or oppose alterations therein, and to effect improvements in administration, and for the purposes aforesaid, to petition Parliament and devolved legislative bodies and take such other steps and proceedings as may be deemed expedient;
 - 3.8 to afford advice to and disseminate information on all matters affecting the industry, and to print, publish, issue, circulate, and give access to such papers, periodicals, books circulars, and other literary undertakings, as may seem conducive to the attainment of any of the objects of the Association;
 - 3.9 to improve and elevate the technical and general knowledge of companies firms, and persons engaged in the said industry, or in any employment in connection therewith, and to promote just and honourable practice in the conduct of business;
 - 3.10 other activity consistent with the public good in the field.

4. In pursuance of the objects, the Company may do anything to further the Objects and in particular it has the following powers;

- 4.1 subject to Article 5, the Association, with the Board's approval, may employ staff or engage consultants and advisers on such reasonable terms and at such remuneration that is appropriate and to provide pensions and welfare benefits, where appropriate, to staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting and managing voluntary workers;
- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests) with the Board's approval;
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish property with the Board's approval;
- 4.5 subject to such consents that the law requires, to sell, lease, mortgage, exchange, dispose of or otherwise deal with property with the Board's approval;
- 4.6 to provide office and workshop accommodation, if required, on such terms that the Board decide (including rent free or at nominal or non-commercial rents) with the Board's approval;
- 4.7 subject to such consents that the law requires, to borrow or raise money on such terms and on such security as the Board decide (including power to mortgage the Company's property, if acquired, to issue debentures, and to create floating charges and any other forms of security over the Company's property);
- 4.8 to subscribe, with the Board's approval;
- 4.9 to raise funds, to invite and receive contributions, and to make reasonable charges for services with the Board's approval;
- 4.10 to promote understanding, undertake research, and make grants for research into the needs of those who may benefit under the Objects and to publish reports, pamphlets, journals, books, videos, tapes, prints, photographs, cards, web sites and other materials for this purpose with the Board's approval;
- 4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organisations operating in similar fields with the Board's approval;
- 4.12 to co-operate with and enter into contracts with any person with the Board's approval;
- 4.13 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company with the Board's approval;

4. In pursuance of the objects, the Company may do anything to further the Objects and in particular it has the following powers;

- 4.1 subject to Article 5, the Association, with the Board's approval, may employ staff or engage consultants and advisers on such reasonable terms and at such remuneration that is appropriate and to provide pensions and welfare benefits, where appropriate, to staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting and managing voluntary workers;
- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests) with the Board's approval;
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish property with the Board's approval;
- 4.5 subject to such consents that the law requires, to sell, lease, mortgage, exchange, dispose of or otherwise deal with property with the Board's approval;
- 4.6 to provide office and workshop accommodation, if required, on such terms that the Board decide (including rent free or at nominal or non-commercial rents) with the Board's approval;
- 4.7 subject to such consents that the law requires, to borrow or raise money on such terms and on such security as the Board decide (including power to mortgage the Company's property, if acquired, to issue debentures, and to create floating charges and any other forms of security over the Company's property);
- 4.8 to subscribe, with the Board's approval;
- 4.9 to raise funds, to invite and receive contributions, and to make reasonable charges for services with the Board's approval;
- 4.10 to promote understanding, undertake research, and make grants for research into the needs of those who may benefit under the Objects and to publish reports, pamphlets, journals, books, videos, tapes, prints, photographs, cards, web sites and other materials for this purpose with the Board's approval;
- 4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organisations operating in similar fields with the Board's approval;
- 4.12 to co-operate with and enter into contracts with any person with the Board's approval;
- 4.13 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company with the Board's approval;

- 4.14 to insure the assets of the Company on such terms as the Board decide and to use any insurance money received in any manner the Board decide (without having to restore the asset);
- 4.15 to insure and to indemnify its Members, employees and voluntary workers against risks incurred in the proper performance of their duties, on behalf of EMADA, with the Board's approval;
- 4.16 to pay premiums for indemnity insurance to cover the liability of the Board and Committee Members for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to:
 - 4.16.1 any claim arising from any act or omission which a Board or Committee Member knew was a breach of duty or breach of trust or which was committed by a Board or Committee Member in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - 4.16.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Board or Committee Member in his/her capacity acting for the Company.
- 4.17 to affiliate, register, subscribe to, amalgamate with or join any relevant Organisation with the Board's approval;
- 4.18 pay the costs of forming the Company, of amending the Memorandum and the Articles from time to time and complying with all relevant registration requirements with the Board's approval;
- 4.19 to provide training and education for any Staff employed, Directors, Board Members and Volunteers by whatever means to enable them to fulfil their potential in delivering the objects of the Company with the Board's approval;
- 4.20 to do all such lawful things as are necessary or desirable and which helps to promote the Objects.

5. Relationship of Members, Board and Committee members to the Association

- 5.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to any Members but:
 - 5.1.1 Company (Full) Members who are not Board or Committee Members, may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied;
 - 5.1.2 Company Members, Committee Members and Board Members may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Association.
- 5.2 Board members must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except:
 - 5.2.1 as mentioned in clauses 4.16 (indemnity insurance), 5.1.2 (rent), or 5.3 (contractual payments);

- 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association and with advance approval of the Board;
- 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings);
- 5.3 A Board Member may not be an employee of the Association, but a Board Member or a connected person may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit if:
 - 5.3.1 the goods or services are actually required by the Association;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Board in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one half of the are interested in such a contract in any financial year.
- 5.4 Whenever a Board or Committee Member has a personal interest in a matter to be discussed at a meeting of the Board or Committee, he must:
 - 5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 be absent during the vote and have no vote on the matter.
- 5.5 Committee and any working group members can claim reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association with prior approval of the board.

6. Members Financial Liability

The financial liability of Members is limited to one pound (£1) subject to clause 7.

7. Winding up

- 7.1 Every Full Member undertakes to contribute up to £1 to the Association's assets, if it is wound up while he is a Full Member or within one year after he has ceased to be a Full Member.
- 7.2 The contribution under Clause 7.1 is towards:
 - 7.2.1 the Association debts and liabilities contracted before he ceases to be a Full Member;
 - 7.2.2 the costs charges and expenses of winding up; and
 - 7.2.3 the adjustment of the rights of the contributories among themselves.

7.3 If the Association is wound up or dissolved the Members may resolve that any assets remaining after all its debts and liabilities have been satisfied is to be transferred to a another like minded organisation with Objects similar to EMADA Objects.

7.4 If no such body in Clause 7.3 exists or no such resolution is passed, the assets must be transferred to another organisation with objects as similar as possible to EMADA Objects.

8. Members

The founding Full Members are the subscribers to the Memorandum (Founding Members) and remain Full Members at the date of adoption of these Articles.

8.1 Classes of Members

The members of the Association shall consist of Full Members (Company Members) and Non-Company Members comprising; Associate Members, Honorary Members and Overseas Members.

8.2 Application for Membership for any category, except Honorary Members, shall be made in writing to the Committee via the EMADA administrators, on the appropriate application form, completing all sections of the application form and satisfy the regulations contained in these Articles and any subsequent By-Laws of the Association. Those in Membership shall pay annual fees to ratify their Membership.

8.3 Requirements for Company (Full) Membership

Every application to join the Association as a Full Member must be;

8.3.1 supported by two (2) existing Full EMADA Members sponsoring their application;

8.3.2 provide 5 years of Accounts;

8.3.3 be able to demonstrate, if requested, that 75% of the Company's turnover relates to the manufacturer or design of Local Exhaust Ventilation (LEV) workplace fume and dust extraction equipment;

8.3.4 confirm in writing, by way of presentation of accounts for inspection and a signature on the application form that the applicant Company can satisfy Article 8.3.3 and will confirm on each annual renewal of Membership that the Company can satisfy Article 8.3.3;

8.3.5 the application will be reviewed by the Committee of the Association and they shall have the power to approve the application or refuse the application (without having to give any reasons) based on a majority vote.

8.4 Requirements for Associate Membership

Every application to join the Association as an Associate Member must be:

8.4.1 supported by One Full member sponsoring their application;

8.4.2 provide 3 years of Accounts;

8.4.3 the application will be reviewed by the Committee and they shall have the power to approve the application or refuse the application (without having to give any reasons) based on a majority vote.

8.5 Requirements for Honorary Members

You cannot apply for an Honorary Membership. The Committee can confer Honorary Membership in recognition of an individual's exceptional personal contribution to the Local Exhaust Ventilation sector based on a majority vote. Honorary Members are individuals, they do not represent a company and do not pay a subscription.

8.6 Requirements for Overseas Members

Every application to join the Association as an Overseas Member must be:

8.6.1 supported by One Full member sponsoring their application;

8.6.2 provide 3 years of Accounts;

8.6.3 the application will be reviewed by the Committee and they shall have the power to approve the application or refuse the application (without having to give any reasons) based on a majority vote.

9. Voting Rights of Members

9.1 Only Company (Full) Members have a right to vote following Article 11 and only representatives of Full members may apply for a position on the Committee or thereafter a Board position.

9.2 Association, Honorary and Overseas Members shall enjoy such privileges as the Committee may from time to time determine, provided that they have no right to vote at General Meetings of the Association or be elected to the Committee or to nominate candidates for election to the Committee or to take part in the management of the affairs of the Association, subject to Article 12.15.

10. Association Meetings

10.1 The Association shall hold a General Meeting as its Annual General Meeting every year (but not more than fifteen months after the holding of the preceding Annual General Meeting) at such time and place as may be determined by the Board, and shall specify the meetings as such in the notices calling the same.

10.2 All Members shall be entitled to attend.

10.3 All other General Meetings shall be called "Extraordinary General Meetings".

10.4 The Board or Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions as provided by Section 302 of the Companies Act 2006.

10.5 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of

that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under the Articles of the Association, entitled to receive such notices from the Association. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

10.5.1 in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote there at; and

10.5.2 in the case of a meeting called as an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all Members.

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

10.7 Notice of every General Meeting shall be given in any matter hereinbefore authorised to:

10.7.1 every Company Member except those Company Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and

10.7.2 the Auditors for the time being of the Association;

10.7.3 no other person shall be entitled to receive notices of General Meetings.

10.8 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the reading and approval of the Minutes of the previous meeting, the consideration of the accounts, balance sheets and reports of the Board and Committee and Auditors, and the appointment and fixing the remuneration of the Auditors.

10.9 The quorum for a General Meeting shall be Seven (7) Full Members personally present.

10.10 If within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the General 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 time and place as the Chair of the Committee and, him failing, the Vice Chair, Treasurer or past Chair shall determine; and if at such adjourned General meeting a quorum (as Article 10.9) is not present within half an hour from the time appointed for the Meeting the Members present shall form a quorum and shall be empowered to deal with the business of the General Meeting.

10.11 Except as provided in Article 10.12, the Chair of the Committee and, failing him, the Vice-Chair, Treasurer or past Chair (to be selected by the Meeting if more than one are present), shall preside at every General Meeting of the Association.

- 10.12 If there be no Chair, Vice-Chair, Treasurer or past Chair, or if at any General Meeting none of them are present within fifteen minutes after the time appointed for holding the Meeting, the Full Members present shall choose a Chair from their number to preside at the meeting.
- 10.13 The Chair (or other Board member or other Full Member presiding) may, with the consent of the General Meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- 10.14 At any General Meeting, unless a poll is demanded by at least seven (7) Full Members in accordance with Article 10.15, a declaration by the Chair (or other Board member or other Full Member presiding) that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. No poll shall be demanded on the appointment of a Full Member to preside at a General Meeting or on a question of adjournment.
- 10.15 If a poll is duly demanded by seven (7) or more Full Members present in person or by proxy or by a Full Member present in person or by proxy and representing no less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting it shall be taken in such manner as the Chair (or other Board member or other Full Member presiding) directs, and the result of such poll shall be deemed to be the Resolution of the Association in General Meeting. In the case of any equality of votes at any General Meeting, or any poll, if a poll be demanded, the Chair (or other Full Member presiding) shall be entitled to a second or casting vote. The demand for a poll may be withdrawn.

11. Votes of Members

- 11.1 At General Meetings, after the inaugural (first) Annual General Meeting, of the Association every Full Member shall have one vote. This vote will be cast by the Principle contact at each Full member, subject to Article 11.2. Upon a poll, votes may be given either personally or by proxy.
- 11.2 The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a person otherwise entitled to attend and vote at the General Meeting.
- 11.3 The Instrument appointing a proxy shall be deposited at the Association Head Office not less than forty-eight hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in such instrument proposed to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution.
- 11.4 An instrument appointing a proxy must be in the form set out in section 327 of the Companies Act, 2006.

- 11.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 11.6 Non Company Members do not have any voting rights, only Full Members have voting rights.

12. Election of Committee and Board Members

- 12.1 The founding Members representatives listed in the Memorandum of Association dated September 2016 will have one seat on the EMADA Committee, prior to the incorporation of the Association. At the inaugural (first) Association AGM, each Committee Member remaining shall be Members of the Committee.
- 12.2 There shall be a Board consisting of one Chair, one Vice-Chair, one Past Chair, (if applicable) and one Treasurer, all being members of the Committee. Members of the Board must be Committee Members. The founding Members have agreed the Board members standing up to the second AGM of the Association.
- 12.3 The Committee shall have eight (8) or nine (9) other Full Members to make the Committee up to twelve (12) elected from amongst the Full Members representatives only. Subject to article 12.13.
- 12.4 The Committee shall not exceed twelve (12) members.
- 12.5 The Committee shall be elected as a result of a ballot of Full Members if the request for nominations for Membership of the Committee exceeds twelve (12) at the second AGM.
- 12.6 The request for nominations shall be sent to the principle contact at each Full Member, three (3) months prior to the AGM date. Closing date for nominations One (1) month prior to the AGM.
- 12.7 Each Full Member shall be entitled to nominate only one person as a candidate for Membership of the Committee.
- 12.8 Only one individual per Full Member shall be permitted to serve as a Member of the Committee or Board, at any one time, except where the Chair agrees, that an elected official nominates an individual within his/her company to attend on his/her behalf, on no more than two occasions in succession.
- 12.9 Should Corporate mergers produce a situation in which two (2) Members subsequent to their election become employees of the same corporation / organisation, they shall remain in post until their term of office is complete, at which time the normal rules of nomination and election will apply.
- 12.10 A Committee Member, excluding Chair, Vice Chair and Treasurer will be in post for three years. Thereafter they can not put themselves forward for election to the Committee for one (1) year.

- 12.11 If under Article 12.9 an individual from a Company Member has to step down, during his term of office, the Committee can invoke Article 12.14 or 12.15.
- 12.12 No canvassing shall take place in connection with any election of the Committee. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place.
- 12.13 Any question arising as to whether any canvassing shall have taken place by or on behalf of any candidate and as to whether any candidate by or on whose behalf such canvassing shall have taken place ought to be disqualified shall be determined by the Committee, whose decision shall be final and binding on all parties. Any question (which is not directed by the Articles to be dealt with by the Committee) arising upon the scrutineers' report (if employed) or otherwise in connection with the election of the Committee shall be determined by the Association in General Meeting.
- 12.14 The Committee may at any time appoint a representative from a Full Member as a Member of the Committee to fill a vacancy, and any Member so appointed, shall remain in office until the next Annual General Meeting, and shall be eligible for re-election at that meeting. Where a vacancy of the Committee requires to be filled, the Committee shall normally appoint the candidate with the highest number of votes who was unsuccessful at the last Committee elections and is now willing to accept appointment to the Committee, but may, in its discretion, appoint any other representative of a Full Member.
- 12.15 The Committee shall have the power to co-opt an additional Member (not only Full Members) onto the Committee or any working group formed, ratified by the Board. To ensure the correct skills and experience are available to the Association. The co-opted Member will take up committee and/or any working group duties until the next Annual General Meeting.
- 12.16 The Committee shall not at any time, however, include more than three co-opted Members. Any working group formed will not have a majority of co-opted members.
- 12.17 At the first Committee meeting, after the Annual General Meeting, the Committee will nominate an Independent Secretary to the Committee and Board.
- 12.18 The Chair, Vice Chair and Treasurer shall be from different Full Members.
- 12.19 The Chair, Vice Chair, Treasurer and immediate Past Chair will become the only Directors of the Association and serve on the Executive Board of the Company and be registered as Directors of the Company within the meaning of the Act.
- 12.20 The Treasurer will serve for three years.
- 12.21 The Vice Chair will become Chair after serving one year as Vice Chair.
- 12.22 The Chair after his term of office of one year, will become Past Chair and serve a further one year on the Executive Board and Committee. Thereafter a Past Chair can only nominate himself onto the Committee after two (2) years have lapsed from leaving office.

12.23 At the first Committee meeting, after the inaugural (first) Annual General Meeting, the Committee will nominate a Vice Chair to the Committee and Board.

12.24 The results of any election shall be announced to the membership within 90 days.

13. Cessation of Board or Committee Membership

A Committee or Board Member shall cease to be such:

13.1 For Committee Members at the expiry of the term set out in article 12.9.

13.2 For Board Members at the expiry of the terms set out in article 12.20, 12.21 and 12.22.

13.3 by notice in writing to the Association he resigns as a Board and/ or Committee Member.

13.4 he ceases to be a Member of the Association.

13.5 he ceases to be a Director by virtue of any provisions of the Act or becomes prohibited by law from being a Director.

13.6 he is removed from office by resolution duly passed under section 168 of the Act.

13.7 In the event that any three or more Committee or Board Members present a written complaint to the Chair or Vice Chair alleging that one of the other Committee (who may be also be one of the officers of the Board) is unsuitable as a Committee or Board Member, whether:

13.7.1 because of serious or persistent transgressions of the Company's Code of Ethics or Code of Conduct for the time being, or

13.7.2 because of findings by a court of law which they believe in their absolute discretion to be incompatible with his status as a Committee or Board Member; or

13.7.3 because of conduct in the course of the Committee's or Board's business which they believe in their absolute discretion to be seriously disruptive or obstructive of the work of the committee or Board.

Then the Chair or Vice Chair shall place the matter on the proposed agenda for a meeting of the Committee, giving all Committee Members at least 28 days' notice of the meeting and of the complaint (in such details as to enable them to prepare for the discussion).

13.8 If in the course of that meeting the Committee shall so resolve that the Member has acted in a manner detrimental to the objects or interests of the Association and has contrived Article 13.7.1 Or 13.7.2 or 13.7.3, the Committee or Board Member complained of shall:

13.8.1 if appointed to the Committee or Board by co-option or by uncontested election, immediately cease to be a Committee or Board Member;

13.8.2 if appointed to the Committee or Board by contested election, then immediately be suspended from membership of the Committee or Board, and the Committee shall put the question of his continued membership of the Committee or Board to the general meeting, which shall be held within two months of the date of suspension.

13.9 If, during their term of office, a Member of the Committee or Board should take up new employment within the Local Exhaust Ventilation industry, their new employment organisation must be a Full Member. If the new employer is not eligible to become a Full Member, they must step down on the first day of commencing the new employment.

13.10 If, during their term of office, a Member of the Committee or Board should retire from their employment within the Local Exhaust Ventilation industry, the Board will determine if the Member should step down on the day of retirement or carry on to the next AGM, then step down.

14. Proceedings of Board & Committee

14.1 The Board may meet together for the despatch of business, adjourn or otherwise regulate their meetings as the members of the Board thereof may think fit. However the Board must meet a minimum of twice (two [2] times) per subscription year. The quorum at meetings of the Board for the transaction of business shall be three (3).

14.2 The Committee may meet together for the despatch of business, adjourn or otherwise regulate their meetings as the members of the Committee thereof may think fit. However the Committee must meet a minimum of twice (two [2] times) per subscription year. The quorum at meetings of the Committee for the transaction of business shall be seven (7).

14.3 The Board and Committee will only conduct business of the Association when the Independent Secretary (or other Independent witness) is in attendance.

14.4 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes at meetings of the Board or Committee, the Chair, or if absent, the nominated Chair, (as per Article 14.5), shall have a second (2) or casting vote.

14.5 The Chair of the Association shall preside at all meetings of the Board and Committee; but if, at any time, there be no such Chair, or if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the same or be not willing to act, one of the Vice-Chair, Treasurer or Past Chair will be selected and shall preside at such meeting or if there be no Vice-Chair, Treasurer or Past Chair present and willing to act, the members present shall choose some one of their number to preside at such meeting, and the person so chosen shall preside at such meeting accordingly.

14.6 All acts bona fide done by the Board or Committee shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board or Committee, or of some member or members thereof, or that any member of such Board or Committee was not duly qualified to act.

14.7 The Board and Committee shall cause Minutes to be duly entered in books provided for this purpose:

14.7.1 of all appointments of officers (being the Chair, Vice Chair, Treasurer, Past Chair);

14.7.2 of the names of the Members present at each meeting;

14.7.3 of all resolutions and proceedings of General Meetings and of meetings of the Board and Committee and any such Minutes of any meeting of the Board or Committee, or the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meetings, shall be sufficient evidence, without any further proof of the matters stated in such Minutes.

14.8 If the Committee and Board disagree over any financial matters of the Association, the decision of the Board will take priority over the Committee as Directors of the Company.

15. Subscriptions and Entrance Fees

15.1 Every Member (excluding Honorary members) shall pay to the Association an annual subscription as shall be prescribed by these articles or in accordance with one or more By-Laws.

15.2 If a Member does not make full payment of any subscription by the date specified in a notice (by invoice or other means) from the Association of the amount payable by him, his membership shall cease and any part payment tendered in that subscription year shall be refunded.

15.3 The annual membership subscription period will be the 1st September and end on the 31st August. Where any Member has ceased to be a Member by reason of default in such payment, desires reinstatement of his membership he shall make application to the Committee who shall resolve the matter at its discretion.

15.4 The Board (or Committee may request the Board), to consider to discontinue, reduce, remit, or re-impose an annual subscription fee per class of membership, and any such subscription fee shall be of such amount fixed with at least one month's notice of next year's subscription fee circulated to the membership.

15.5 The Board (or Committee may request the Board), to require the payment of an entrance fee from all or some classes of membership seeking to become Members of the Association and may in their discretion from time to time discontinue, reduce, remit, or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Board shall from time to time fix, and shall be payable at the same time as the first annual subscription.

15.6 If the Committee and Board disagree over the proposed new fee rates per class of membership and/or an entrance fee, the decision of the Board will take priority as Directors of the Company.

16. Accounts

16.1 The Board shall cause true accounts to be kept giving full particulars:

- 16.1.1 of all moneys, investments and assets and liabilities of the Association;
- 16.1.2 of all moneys received and expended by the Association and of the matters in respect of which such receipts and expenditure arise; and
- 16.1.3 of all sales and purchases of goods by the Association.

The said true accounts, whether kept in books or by electronic means or by combination of both, shall give a true and fair view of the state of the Association's affairs and to explain its transactions.

16.2 The said true accounts shall be kept at the Office or at such other place or places as the Board may from time to time determine. The Board will circulate the Accounts in a format and timescale agreed between the Board and Committee. The Board's decision on format and timescale will prevail.

16.3 The Association in General Meeting may impose reasonable restrictions as to the time and manner in which the accounts and books of the Association or any of them shall be open to the inspection of Company Full Members of the Association, and subject thereto any such accounts and books shall be open to the inspection of such Members at all reasonable times during business hours.

16.4 The Association shall in accordance with the Companies Act, 2006 cause to be prepared and laid before the Association at every Annual General Meeting of the Association such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

16.5 A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditors' Report shall, not less than twenty-one days previous to the Annual General Meeting, be sent to the Auditors of the Association and to every Company Member of whose address the Association is aware.

17. Auditors and Audit

17.1 Auditors shall be appointed and their duties regulated in accordance with the Companies Act, 2006.

18. Notices

18.1 A notice may be served, or notification given, by the Association upon any Member by:

- 18.1.1 by sending it first-class post in a prepaid letter addressed to such member's principle contact, at his last registered place of work, in which case it shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted; or

18.1.2 by electronic communications to such address as may for the time being be notified by that Member to the Association for that purpose. "Electronic communication" shall have the same meaning as in the Electronic Communications Act 2000 and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Association of Chartered Secretaries and Administrators (or subsequent body formed) shall be conclusive evidence that the notice was given, and a notice given by electronic communication shall be deemed to be given at the expiration of 48 hours after the time it was sent.

19. Lists and Records

19.1 Records shall be kept of the names of all Members elected to Membership, and the dates when they were elected, transferred from one class to another if applicable, ceased to be Members, or were re-admitted, with such further particulars as may be necessary.

19.2 The Committee may request the Board to authorise and supply for use, and to vary from time to time as may be thought fit, such forms for Inquiries, Applications, Recommendations, and otherwise, as may be necessary, and to require any persons using the same to fill them up, in order that they may give full information.

19.3 The Committee may request the Board to authorise and vary from time to time as may be thought fit, such forms as Certificates of Membership, Examination Certificates, Dispensations, and otherwise as may be instigated or required.

19.4 The Administrators of the Association shall file such forms when received, duly filled up, for future reference, or enter particulars thereof in records.

20. By-Laws

20.1 The Committee may request the Board to consider to make By-Laws for the regulation of the affairs of the Association and for the furtherance of its objects and from time to time to amend or revoke the same.

20.2 All such By-Laws for the time being in force shall be binding upon the Members of the Association in the same manner as these Articles. In the event of any conflict between the By-Laws and these Articles the provisions of these Articles shall prevail.

20.3 Every Member shall be bound to further to the best of his ability the objects, interests, and influence of the Association and shall observe all the By-Laws for the time being of the Association.

21. Designations

21.1 All Members shall be permitted to use the Association's Member Logo to designate their Membership of the Association, for only the period that they are fully paid up members of the Association.