
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION OF
BEAMA LIMITED
(Incorporated the 18th day of April 1905)

MEMORANDUM OF ASSOCIATION

OF

BEAMA LIMITED

- 1 The name of the Company shall be “BEAMA Ltd” (hereinafter referred to as “BEAMA”).
2. The registered office of the Company shall be situated in England.
3. The objects for which BEAMA is established are to do any or all of the following things for the purpose of attaining the objects to the extent allowable by law and to observe and comply with such laws as may be applicable in the pursuit of such objectives. BEAMA shall
 - 3.1 Promote the interests of the electrical, electrotechnical, electronic and allied industries and of its Members.
 - 3.2 Represent the interests of its Members in discussions with commercial bodies involved in purchase or supply of goods or services of or to its Members.
 - 3.3 Represent the interests of its Members to H M Government or the institutions of the European Union or generally.
 - 3.4 To provide the Secretariat and such other services as may be required to the BEAMA Confederation and such other associated committees, advisory bodies and/or industry bodies as may be created to promote the discharge of its functions.
 - 3.5 Maintain, assist and promote the home and export trade in the products and/or services falling within the Scope of BEAMA.
 - 3.6 Represent the interests of Members in matters affecting or concerning commercial and related issues.
 - 3.7 Assist in the development and promotion of national and international standards as may from time to time be relevant.
 - 3.8 Provide professional advice and services as may from time to time be required.
 - 3.9 Organise and facilitate the collection and presentation of such statistics as may from time to time be considered desirable.
 - 3.10 Make recommendations to other trade associations, trade federations and other institutions on relevant matters affecting Members

- 3.11 Sponsor, promote and organise exhibitions, missions, seminars and/or conferences.
 - 3.12 Raise money required for the purposes of BEAMA and borrow money if necessary upon such terms and conditions as may be determined.
 - 3.13 Purchase, lease or otherwise acquire real and/or personal property and construct, alter and maintain any buildings as may be required.
 - 3.14 Invest moneys that are not immediately required in such manner as may from time to time be determined.
 - 3.15 To do any and all things as are in the opinion of BEAMA incidental or conducive to the attainment of any or all of the above objectives.
4. The income and property of BEAMA shall be applied solely towards the promotion of the objects of BEAMA as set out in this Memorandum of Association. No portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of BEAMA provided that nothing herein shall prevent the payment of reasonable and proper remuneration to any servant of BEAMA and the reasonable expenses and/or honoraria to officers or members of the committees of BEAMA nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of BEAMA.
 5. Liability of the Members is limited.
 6. Every Member of BEAMA undertakes to contribute to the assets of BEAMA in the event of the same being wound up during the time that he is a Member or within six months of his ceasing to be a Member provided that such liability shall not exceed £100.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
BEAMA LIMITED

INTERPRETATION

In these Articles, unless there is something in the subject or context which is inconsistent therewith or the context otherwise requires, the following words shall have the meanings hereby assigned to them: -

“The Act” means the Companies Act 1985 together with any statutory modification or re-enactment thereof together with any other statute concerning companies.

“BEAMA” means the Company

“The Board” means the Board for the time being of BEAMA.

“Member” means a member company of BEAMA.

“Member Association” means a member trade association of BEAMA.

“Sector” means a grouping of Member Associations.

“Holding Company” means a company holding membership of that class of members known as Holding Companies.

“Month” means Calendar month.

“The Office” means the registered office of BEAMA.

”Notices” includes all communications to Members, whether by post, fax or other electronic format.

Words or expressions contained in these Articles shall bear the same meaning as in the Act.

Words importing the singular include the plural and references including the plural apply to the singular where the context so requires.

2. MEMBERS

For the purposes of registration, the number of Members is declared to be unlimited.

3. OFFICE

The Office of BEAMA shall be located at such place in England as the Board may from time to time decide.

4 SCOPE OF BEAMA

Subject to any resolutions as may from time to time be passed by the Board, the scope of BEAMA shall be the furtherance of the interests of companies which manufacture and/or supply plant, equipment and services or any combination thereof used in the various sectors of the electrical, electrotechnical, electronic and allied industries

5. MEMBERSHIP

5.1 Membership of BEAMA shall be open to any company or firm which normally satisfies the following criteria.

5.1.1 It has a presence in England, Wales, Northern Ireland or Scotland in the manufacture and/or supply of goods and/or provision of services falling within the scope of BEAMA. A company or firm shall be deemed to meet the preceding requirement of this clause if it is incorporated and/or has a manufacturing and/or design facility in England, Wales, Northern Ireland or Scotland. Companies or firms granted membership under 5.1.1 shall be members of a Member Association; or

5.1.2 Holding companies (having a registered office in England, Wales, Northern Ireland or Scotland) of Members qualified under 5.1.1; or

5.1.3 Companies or firms whose primary purpose is the export of or contracting for the supply of such goods, systems or designs being companies associated with Members qualified under 5.1.1. Companies or firms granted membership under 5.1.3 shall be members of a Member Association.

5.2 The Board shall, after consultation with Member Associations, and having regard to article 5.1, have full power and discretion to determine whether membership of BEAMA shall be granted to any applicant therefore and shall not be required to give reasons for their decision.

6. MEMBER ASSOCIATIONS

6.1 BEAMA Members, save for those who hold membership under Article 5.1.2, will be members of at least one Member Association.

6.2 The Board shall, after consultation with Member Associations, have full power and discretion to determine whether Member Association status shall be granted to any trade association making an application and shall not be required to give reasons for their decision.

- 6.3 The Board will admit a new Member Association to membership of one of the Sectors following consultation with that Member Association and the relevant Sector, save where the nature of the Member Association's activities makes Sector membership inappropriate in the view of the Board.
- 6.4 Any Member Association who wishes to resign from BEAMA must give at least twelve months' notice to the Board, such notice to take effect at the next end of BEAMA's financial year occurring after the expiry of twelve months.
- 6.5 Any resignation notice shall only be valid if outstanding sums payable to BEAMA by that date have been paid.
- 6.6 Any Association which ceases to be a Member Association of BEAMA shall not be relieved of any existing liability to BEAMA.

7. TERMINATION OF MEMBERSHIP

Any Member who belongs to a Member Association will comply with and be subject to the rules of that Member Association as to the payment of subscriptions and other fees and the termination of membership. The relevant Member Association has responsibility for enforcing such rules. In respect of other Members, or where such rules are silent as to any issue considered below, membership of BEAMA shall cease

- 7.1 If the Member, being a body corporate or a limited company is wound up, or has an Administrator or Receiver or Manager appointed or it is dissolved otherwise than for the purpose of reconstruction.
- 7.2 If the payment of subscriptions or any other sum due to BEAMA is more than six months overdue, though, after consultation with any relevant Member Association, the Board shall have powers to reinstate the Member on such terms as to payment of arrears and otherwise as the Board shall decide.
- 7.3 If a Member ceases to satisfy the membership criteria or where it is judged that the interests or activities of a Member are not conducive to the interests of BEAMA, the membership of that company may be terminated, provided that no Member shall have its membership terminated unless it has been given 21 clear days notice by the Chief Executive Officer that a resolution is to be considered that membership be suspended and the Member has been given an opportunity of being heard.
- 7.4 Any Member may resign its membership by giving twelve months written notice of its intention to resign.
- 7.5 Any resignation notice shall only be valid if outstanding sums payable to BEAMA by that date have been paid.
- 7.6 Any Member who shall cease to be a member shall not be relieved of any existing liability to BEAMA.

8. THE BOARD

- 8.1 Control and management of BEAMA shall be vested by its Members in a Board. The Board shall have full authority to reach decisions on any matters, including the attainment of any of the Company's objectives. The election, appointment or co-option of Board members in any year will be ratified at the AGM.
- 8.2 The Board shall consist of the following:
 - 8.2.1 Representatives from the Member Associations, one to be elected or appointed by each of the Sectors as each Sector may decide;
 - 8.2.2 Up to three further representatives of Member companies to be appointed at the discretion of the Board and who shall be senior executives of the Members represented.
 - 8.2.3 The Chief Executive Officer of BEAMA and any Deputy Chief Executive Officer appointed.
- 8.3 The President of BEAMA will be Chairman of the Board and a Vice President of BEAMA will be Vice Chairman of the Board.
- 8.4 Board members will hold office for a period of two consecutive years only, unless appointed as President or Vice-President although they will be eligible for re-appointment or co-option.
- 8.5 The Board may co-opt up to three additional members but only co-opted members representing member companies may vote.
- 8.6 The Board may invite such other persons to attend Board meeting as it shall decide, but such persons shall not have a vote.

9. PRESIDENT AND VICE PRESIDENTS OF BEAMA

- 9.1 The President and at least one Vice President of BEAMA shall be appointed by the Board from among those of its members who are appointed under 8.2.1, 8.2.2 or 8.5 and shall hold office in a personal capacity.
- 9.2 The appointment of a President or Vice President by the Board in any year will be ratified at the AGM.
- 9.3 The President and Vice President(s) shall hold office for a period of two consecutive years but may be re-appointed.
- 9.4 Should the office of President and/or Vice President become vacant for any reason the Board shall appoint a replacement from among its members who shall hold office in a personal capacity for the period remaining until the end of that term of office.

10. ADMINISTRATION OF BEAMA

- 10.1 The Board shall appoint a Chief Executive Officer to be responsible for the day to day affairs of BEAMA, together with such other personnel as may be required.

11. MEETINGS OF THE BOARD

Subject to the following, the Board may meet together, for the despatch of business, may adjourn and otherwise regulate their meetings as they think fit.

11.1 Notice of meetings

At least seven days notice of every Board meeting shall be sent to every member of the Board.

11.2 Chairman

The President of BEAMA or failing him the Vice President shall take the Chair at all meetings of the Board. If neither is present at the time for which a meeting is convened, those present may appoint one of their number to preside.

11.3. Quorum

A quorum at any meetings of the Board shall be five members, including at least three Board members appointed or elected under either 8.2.1, 8.2.2 or 8.5.

11.4 Voting

Each member shall be entitled to one vote either in person or by proxy lodged with the Chief Executive Officer in writing before the time for which the meeting is convened.

- (i) Every matter shall be determined by a majority of the votes of the members present or by proxy or postal voting on the question.
- (ii) If there is an equality of votes the Chairman of the meeting shall have a second or casting vote.

12. ANNUAL AND GENERAL MEETINGS

An Annual General Meeting shall be held annually. Other General Meetings shall be held at such time as the Board shall decide or upon request to hold a General Meeting served on the Chief Executive Officer and signed by at least 10% of BEAMA Members.

All Member companies shall be entitled to be represented at General Meetings and shall be entitled to a vote to be exercised in person, by proxy or by postal vote. In the

event of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

A quorum at any General Meeting will be 10 Members.

13. AMENDMENTS TO THE CONSTITUTION OF BEAMA.

The constitution of BEAMA may be amended by a resolution carried by 75% of Members casting a vote and by 20% of the total number of Members eligible to vote.

14. NOTICES

Any notice of any meetings required to be given under the provisions of this Constitution may be served either personally, or in writing or by fax communication to the last known address of the person to whom such notice is addressed. The accidental omission to give notice or the non-delivery thereof shall not invalidate the proceedings at any meeting.

15. ACCOUNTS

The Board shall ensure that proper accounts are kept relating to the income and expenditure of BEAMA and shall ensure the appointment of auditors in compliance with such legal requirements as may from time to time be in force.

16. SECRETARY

The Board shall appoint a Secretary who shall attend Board Meeting but shall not have a vote and only the Board shall have the power to remove the Secretary from office.

17. DEEDS AND COMPANY SEAL

The seal of BEAMA shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary. BEAMA shall not enter into any agreement to be executed as a deed except and unless it has been authorised by the Board and on the basis that the agreement will be executed by the Secretary and at least one other member of the Board.

18. ARBITRATION

If at any time any dispute or difference shall arise between BEAMA and a Member, the Member may give notice to BEAMA in writing within three months of the dispute or difference arising and failing a settlement by negotiation within one month of that notice the matter shall be referred to arbitration before a sole arbitrator appointed by the President for the time being of the Chartered Institute of Arbitrators.

19. DISSOLUTION

BEAMA shall be dissolved if a resolution for its dissolution is passed by 75% of the Members of BEAMA.

