

The Companies Acts 1985 and 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE BRITISH FLUID POWER ASSOCIATION LIMITED**

Incorporated the 2nd day of September, 1986

No. 823988

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that THE ASSOCIATION OF HYDRAULIC EQUIPMENT MANUFACTURERS LIMITED is this day incorporated under the Companies Act, 1948 and that the Company is LIMITED.

GIVEN under my hand at London this Twenty First day of October, One Thousand Nine Hundred and Sixty Four.

L S WHITFIELD
Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

I HEREBY CERTIFY that THE ASSOCIATION OF HYDRAULIC EQUIPMENT MANUFACTURERS LIMITED having by special resolution changed its name, is now incorporated under the name of THE BRITISH FLUID POWER ASSOCIATION LIMITED.

Given under my hand at the Companies Registration Office, Cardiff the Second day of September One Thousand Nine Hundred and Eighty Six.

MRS C R WILLIAMS
An Authorised Officer

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The Companies Acts 1985 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

**(Amended by Special Resolutions passed on 13 April 1972, 15 May 1986,
11 June 1986, 5 December 2001 and [] 2009)**

of

THE BRITISH FLUID POWER ASSOCIATION LIMITED

1. The name of the Company (hereinafter called "the Association") is THE BRITISH FLUID POWER ASSOCIATION LIMITED.
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - a) To provide a central national organization to safeguard and further the interest of all members and to provide collective consideration of questions affecting the fluid power and ancillary equipment industry.
 - b) To promote the welfare and prosperity of its members, to afford advice and assistance to them in connection with their fluid power and ancillary equipment business and to provide facilities for the discussion of questions affecting their interests.
 - c) To establish a channel for receiving and giving information, collaboration and co-operation to and from associations, societies and other bodies (either at home or abroad) having objects consistent with those of the Association and also to and from Government Committees and Government Departments and to watch over any legislative proposals which may affect or tend to affect the interests of the industry and to make representations on industrial, social or other questions when necessary.
 - d) To provide sellers, users and manufacturers of hydraulic, pneumatic and associated equipment with the means for collective representation upon matters arising in connection with their business.

- e) To advise members on matters relating to the Fluid Power industry including (but not limited to) advertising, British and Foreign standards affecting fluid power and ancillary equipment, and to collect and distribute statistical and other data and information, foreign technical developments, patents and products).
- f) To publish and sell books, magazines, articles and other written material relating to any technical, statistical or other information connected with the fluid power industry and to acquire information on sources of supply for distribution when required.
- g) To explore all sources of and to promote all facilities for research, education and training for availability to members.

To further the commercial interests of its members both in this country and overseas.

4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum over bank rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Executive Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee, except repayment of out-of-pocket expenses and interest at the rate of aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee may be a member, and in which such member shall not hold more than one hundredth part of

the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights to contributories among themselves, such amount as may be required not exceeding £5.00 (five pounds).
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R E VERGUSON

For and on behalf of:
The Plessey Co (UK) Ltd
Cheney Manor, Swindon, Wilts

D G DYMOTT

For and on behalf of:
H S Cattermole & Co Ltd
Astwood Bank, Worcs

F B LEVETUS

For and on behalf of:
Keelavite Hydraulics Ltd
Allesley, Coventry

P B DUMBELL

For and on behalf of:
Hydraulics and Pneumatics
Wulfruna Works, Villier Street,
Wolverhampton

F J EVEREST

For and on behalf of:
Vickers Sperry Rand Ltd
Havant, Hants

D A E LAW

For and on behalf of:
Dowty Hydraulic Units Ltd
Ashchurch, Glos

R G PEACH

For and on behalf of:
Hamworthy Hydraulics Ltd
Poole, Dorset

Dated this 12th day of August, 1964

WITNESS to the above signatures:

RICHARD M LANE
273 Fir Tree Road
Epsom Down
Surrey
Trade Association Director

The Companies Acts 1985 and 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on [] 2009)

of

THE BRITISH FLUID POWER ASSOCIATION LIMITED

Interpretation

1. In these articles, unless the context requires otherwise each of the following words and expressions shall have the following meanings:

Words	Meanings
“Articles”	These articles of association as originally adopted or altered or varied from time to time.
“Associate Member”	Companies not eligible for Full Membership carrying on a business associated with manufacturers and/or distributors of fluid power equipment or components.
“Association”	The British Fluid Power Association Limited.
“Board”	The Board of directors for the time being of the Association.
“Companies Acts”	The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association.

“Divisions”	Each of the Manufacturers division, the Distributors division and the Institute of Fluid Power.
“electronic form”	Has the meaning given in section 1168 of the Companies Act 2006.
“Executive Committee”	The Executive Committee for the time being of the Association.
“Member”	A member admitted to membership pursuant to Article 2.
“Full Members“	Companies that are registered in the United Kingdom (including overseas companies) and carry on business in the United Kingdom as manufacturers and/or distributors and/or sellers of fluid power equipment or components whether or not for use in or only in their own end products; and/or companies so registered, firms or individuals that carry on business in the United Kingdom as consultants to the fluid power industries.
“Overseas Associate Members”	Companies not eligible for Full Membership carrying on business (solely) outside Europe as manufacturers and/or distributors and/or sellers of fluid power equipment or components whether or not for use in their own end products.
“President”	The president of the Association.
“the Seal”	The common seal of the Association.
“Secretary”	The secretary of the Association appointed pursuant to Article 90.

“Technical Research and Teaching

Members”

Academic organizations or institutions, either incorporated or unincorporated, not eligible for Full Membership and specializing in and primarily carrying out the technical research or the teaching of fluid power engineering and/or directly related subjects in the United Kingdom.

“Vice-President”

The vice-president of the Association appointed by the Executive Committee pursuant to Article 72.

“in writing”

Means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force at the date when these Articles became binding on the Association.

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

Words importing the masculine gender only shall include the feminine gender.

The headings are inserted for convenience only and shall not affect the construction of these Articles.

MEMBERSHIP

General

2. The subscribers to the Memorandum of Association and such other persons as the Board shall in its entire discretion admit to membership in accordance with these Articles shall be Members. Every Member shall sign a written consent to become a Member.

3. The membership of the Association shall consist of Full Members, Associate Members, Overseas Associate Members and Technical Research and Teaching Members.
4. Application for admission to membership shall be in writing in a form approved by the Board which shall provide that the applicants undertake to observe and be bound by these Articles and any other regulations of the Association from time to time in force.
5. A Member following notification of his election shall not be entitled to the privilege of membership until he has paid his first subscription in accordance with Article 10 and Article 11.
6. The Board may issue to each Member a certificate of his membership of the appropriate Division. Every such certificate shall remain the property of the Association and shall be returned on demand by the Board.

Representation of Members

7. Each Member shall appoint and may from time to time remove and replace in accordance with Articles 7, 8 and 9 up to two nominees to exercise jointly and severally on its behalf all powers of membership conferred by these Articles.
8. Any such appointment, removal or replacement shall be made in writing in a form approved by the Board and shall take effect when received by the Association.
9. Each Member may from time to time appoint, remove and replace a substitute to act in place of any such nominee but the appointment of any such nominee and his substitute (if any) shall be automatically revoked if his appointor ceases for any reason to be a Member.

Subscription

10. The annual subscription payable by a Full Member shall be such sum as is prescribed for by that Member's turnover by the subscription scale ("the Subscription Scale") to be maintained by the Association for the purpose.
11. The Subscription Scale shall show as payable such sums by way of subscriptions as the Board approve for particular turnover ranges. Such sums may be increased from time to time by the Board in order to fund the efficient operation of the Association.

12. For the purpose of determining the subscription of a Member, the expression “turnover” in this Article shall mean such sum as the Board may determine as the sales or turnover of that Member in or directly associated with hydraulic and pneumatic fluid power equipment or components, or services in and from the United Kingdom during the accounting reference period of the Member ending before 1 September of the year preceding the year for which the annual subscription is to be fixed, on the basis of a signed statement as to such turnover by a duly authorised officer of the Member to be provided on a confidential basis to the Association by 1 October of each year, or where such signed statement is not delivered by the due date, in its absolute discretion.
13. The Board shall determine from time to time the annual subscriptions payable by Associate Members, Overseas Associate Members and Technical Research and Teaching Members or classes thereof.
14. All subscriptions shall be payable in advance and shall become due on 1 January in each year. Provided that if a Member is elected during the last three months of the year his subscription for the year shall be an appropriate proportion of the annual rate. The first subscription of Members shall be payable on election.

Cessation of Membership

15. A Member shall cease to be a Member:
 - a) if he shall resign by giving six months notice in writing to the Association; or
 - b) under Article 16; or
 - c) under Article 17.

A Member shall in each case be under an obligation to pay any unpaid subscriptions in full including that for the year of resignation and any other sums which shall be or become payable prior to the date of such Member ceasing to be a Member. On the cessation of his membership, a Member shall cease to have any interest in or claim on the funds or assets of the Association.

16. If any Member shall fail to pay his annual subscription when required a notice in writing shall be sent to him informing him that if the annual subscription is not paid within 6 weeks after the service of such notice then such Member shall cease to be a Member. If at any time following such cessation the former Member shall give an

explanation satisfactory to the Board for such non-payment the Board may at its discretion discharge all liabilities and be re-admitted as a Member.

17. Any Member who in the unfettered opinion of the Board acts in any way inconsistent with or contrary to the interests of the Association or its Members or brings into disrepute the Association or its Members shall be liable to forfeit all pecuniary interest in and be expelled from the Association. Provided that before taking action under this Article, notice of the complaint of the Board shall be given to the Member concerned and a meeting of the Board will be convened for the purpose of giving such Member, at his written request, an opportunity to be heard within one month after the service of the notice.
18. Upon cessation of membership, a former Member shall be required to return to the Association any documentation including without limitation, the certificate of Membership, and shall be required to delete all references to membership from such stationery and advertising material as may be in his possession.

MEETINGS

Annual General Meetings

19. The Association shall hold each year an annual general meeting.
20. Every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
21. All meetings, other than annual general meetings shall be called general meetings.

General Meetings

22. The Board may, whenever they think fit, convene a general meeting.
23. A general meeting may be called by short notice if so agreed by a majority in number of the Members having the right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights of all the Members.
24. The Board will be required to call a general meeting once the Association has received requests to do so from Members who represent at least ten per cent of the total voting rights of all Members having a right to attend and vote at a general meeting.

Quorum

25. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Ten Members present or by proxy or by a duly authorised representative and entitled to vote shall be a quorum for all purposes.

Chairman of the Meeting

26. The President, failing whom the Vice-President, shall preside as chairman at any meeting. If there is no such President or Vice-President, or if at any meeting neither is present within five minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall choose one of their number (or, if no such Member be present or if all such Members present decline to take the chair, the Members present shall choose one of their number) to be chairman of the meeting.

Adjournment

27. If within ten minutes from the time appointed for a meeting (or such longer time as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting shall be adjourned. The meeting shall be adjourned to the same day at such time and place as the chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within five minutes from the time appointed for holding the meeting, the Members personally represented or by proxy shall be a quorum.
28. The chairman of the meeting may with the consent of those Members present at the meeting and if a quorum is present (and shall if so directed by the meeting) adjourn the meeting, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned indefinitely, the time and place for the adjourned meeting shall be fixed by the Board.
29. When a meeting is adjourned for thirty days or more the Board must give seven days notice of the adjourned meeting in the same manner as in the case of the original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting - General

30. At each annual general meeting and each general meeting on a show of hands every Member present or by proxy shall have one vote. Provided that:
- a) such Member shall not be in arrears in respect of any sums payable to the Association in respect of his membership;
 - b) Associate Members shall be entitled to receive notices, attend and participate in the meeting but not vote;
 - c) Overseas Associate Members shall be entitled to receive notice, attend and participate in the meeting but not vote;
 - d) Technical Research and Teaching Members shall be entitled to receive notice, attend and participate in the meeting but not vote; and
 - e) where any Member is represented by more than one nominee, the first-named of such nominees in the nomination signed by a Member under Article 7 shall be entitled to vote in default of agreement between such nominees.

Poll Votes

31. A poll on a resolution may be demanded (before or on the declaration of the result of the show of hands) by:
- a) the chairman of the meeting; or
 - b) a Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at a meeting.
32. A demand for a poll may be withdrawn only with the approval of the meeting. Unless a poll is required, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minute book shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting may (and if so directed by the meeting shall) appoint

scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote.
34. A poll demanded on the election of the chairman of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman of the meeting may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Proxy Notices

35. Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
 - a) states the name and address of the Member appointing the proxy;
 - b) identifies the person appointed to be that Member's proxy and the meeting in relation to which that person is appointed;
 - c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the meeting to which they relate.
36. The Board may require a Proxy Notice to be delivered in a particular form, and may specify different forms for different purposes.
37. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
38. Unless a Proxy Notice indicates otherwise, it must be treated as:
 - a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - b) appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

39. A person who is entitled to attend, speak and vote (either on a show of hands or on a poll) at a meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person.
40. An appointment under a Proxy Notice may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

COMMUNICATION WITH MEMBERS

Documents sent out in electronic form by the Association.

41. The Association may send any documents or notices to its Members in electronic form and such documents or notices will be validly sent provided that:
 - a) the Member has agreed either generally or in respect of a specific matter that documents or notices can be sent in electronic form; and
 - b) copies of the documents are sent in electronic form to the address notified by the Member to the Association for that purpose.

Documents and Notices communicated by website.

42. The Association may send or supply a notice of a meeting by making it available on a website and where the Association intends to make that notice of a meeting available on a website, the Association must:
 - a) notify persons entitled to receive such notice that the notice of a meeting has been published on the website, such notification to state that it concerns a notice of meeting, to specify the place, date and time of the meeting and whether the meeting will be an annual general meeting; and
 - b) ensure the notice is available on the website throughout the period beginning with the date of notification and ending with the conclusion of the meeting.

43. The Association may send any documents or notices to its members by means of a website and any such documents will be validly sent provided that:
- a) the Member has expressly agreed (generally or specifically) that documents may be sent by means of a website to him or he has been asked (individually) to agree that documents and notices can be sent by means of a website and the Association has received no response to that request within 28 days from the date on which the request was sent;
 - b) the Member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they are accessed.
44. Documents and notices must be available on the website for a period of not less than 28 days from the date of notification unless the Companies Acts make provision for any other time period.
45. If the documents are published on the website for a part only of the period of time referred to in Article 44 they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Association to prevent or avoid.
46. A Member whose registered address is not within the United Kingdom shall not be entitled to receive any notice from the Association unless he gives to the Association an address (not being an address for the purposes of electronic communications) within the United Kingdom at which notices may be given to him.

THE BOARD

The Board's General Authority

47. Subject to these Articles, the Board is responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.
48. Unless otherwise determined by a general meeting the number of members of the Board shall not be less than 4 nor more than 8.
49. The Board shall consist of the following persons:

- a) the President and the Vice-President;
 - b) the immediate past President during the year succeeding his year of Presidency;
 - c) the chairman of Council of the British Fluid Power Distributors Association;
 - d) the Director as defined in Article 88; and
 - e) such other persons as may be elected by the Board.
50. The President and Vice-President may be members of all committees of the Association.
51. The Board may from time to time and at any time appoint a representative of any Member to the Board either to fill a casual vacancy or by way of addition to the Board.

Borrowing Powers

52. The Board may exercise all the powers of the Association to borrow money to mortgage or charge its undertaking property and assets and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Association provided that all moneys borrowed by the Association shall not exceed £500,000.

Accounts and Finance

53. The financial year of the Association shall be the period from the 1 January to 31 December in each year.
54. The Board shall in its absolute discretion be empowered to raise levies to supplement or reduce the annual subscriptions. Such levies shall be proportionate to the annual subscriptions and shall be payable or receivable by all Members, provided that the rate of such levies is approved beforehand by Members in a general meeting.
55. The Board shall be responsible for the funds and accounts of the Association.
56. The Board shall cause proper books of account to be kept in respect of:
- a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

- b) all sales and purchases of goods and services by the Association; and
 - c) and the assets and liabilities of the Association.
57. Proper books of account shall be kept as necessary to give a true and fair view of the state of affairs of the Association and to explain the Association's transactions.
58. The books of account shall be kept at the registered office of the Association, or at such other place within Great Britain as the Board thinks fit, and shall always be opened to the inspection of the members of the Board. No Member (other than a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by the Companies Acts or authorised by the Board.
59. The Board shall from time to time in accordance with the provisions of the Companies Acts cause to be prepared and to be laid before an annual general meeting such income and expenditure accounts, balance sheets, and reports as may be necessary.
60. A copy of every balance sheet and income and expenditure account which is to be laid before an annual general meeting (including every document required by law to be attached or annexed thereto) shall not less than twenty-one days before the date of the meeting be sent to every Member and to every other person who is entitled to receive notices of meetings from the Association under the provisions of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Association.

Appointment of Committees

61. The Board shall have power to delegate all or any of their powers to committees (including the Executive Committee) consisting of such persons as they shall think fit.
62. The Board may approve the chairman and the secretary of each committee.
63. Every committee to which any of the powers of the Board are delegated shall only be entitled to exercise such powers subject to the over-riding control of the Board. The meetings and proceedings of all committees shall be regulated in accordance with

the directions of the Board and in accordance with the provisions of these Articles regarding the meetings and proceedings of the Board.

64. All bona fide acts done by any committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the committee.
65. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

Proceedings of the Board

66. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, the quorum for meetings of the Board shall be four. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman of the meeting shall have a second or casting vote.
67. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in such minutes.
68. A member of the Executive Committee may, and on the request of a member of the Executive Committee, the Secretary shall, at any time, summon a meeting of the Board.

EXECUTIVE COMMITTEE

69. Until otherwise determined by a General Meeting the number of members of the Executive Committee shall not be less than 10 nor more than 22.
70. The Executive Committee shall consist of the following persons:

- a) the President and the Vice-President;
- b) the immediate past President during the year succeeding his year of Presidency;
- c) the chairman of Council of the British Fluid Power Distributors Association;
- d) such other persons as may be elected by the Members pursuant to Articles 75-80;
- e) such other persons as may be elected by the Executive Committee within the limits contained in Article 73.

71. The President shall hold office for a period for two years expiring at the end of the annual general meeting of the Association two years after the date of his appointment. He shall then retire from office and he shall not be eligible for election as Vice-President until at least two annual general meetings immediately following his retirement his retirement as President.
72. The members of the Executive Committee shall elect the Vice President who shall hold such office for a period of two years expiring at the end of the annual general meeting following his election. The Vice-President will automatically be appointed as President following his holding the office of Vice-President for a period of two years.
73. The Executive Committee may from time to time and at any time appoint a representative of any Member as a member of the Executive Committee either to fill a casual vacancy or by way of addition to the Executive Committee. Any Member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.

Rotation of members of the Executive Committee

74. At each annual general meeting to be held, one-third of the members of the Executive Committee for the time being including the immediately past President (or if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.
75. The members of the Executive Committee to retire by rotation shall include (so far as necessary to obtain the number required) any member of the Executive Committee who wishes to retire and not to offer himself for re-election. Any further members so

to retire shall be those of the other members subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Executive Committee shall be eligible for re-election.

76. The Association may, at the meeting at which a member of the Executive Committee retires in manner set out in Article 75, fill up the vacated office by electing a person to replace him, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
77. a) In addition to its obligations under the Companies Acts the Association shall, by notice in writing given not less than ten weeks prior to the date of the annual general meeting, inform each Full Member of the number of vacancies due to be filled by election to the Executive Committee and at the same time send to each Full Member a form of nomination.
- b) Each Full Member shall be entitled to complete the form of nomination and return the same duly completed to the Secretary within 28 days ("the Nomination Period") after the date of the notice referred to in Article 77(a) above. No Full Member shall nominate more than one candidate in respect of each vacancy. Each nomination shall be seconded by another Full Member.
78. If the number of candidates nominated for election to the Executive Committee (including those members of the Executive Committee retiring by rotation and offering themselves for re-election) shall exceed the number of vacancies to be filled, the Secretary shall within seven days of the expiry of the Nomination Period issue one voting paper in the form prescribed by the Executive Committee to each Full Member.
79. In respect of each vacancy each Full Member shall have one vote and such vote shall be recorded on the voting paper.
80. Voting papers shall be returned duly completed to the Secretary within twenty-eight days after the date of issue of the voting papers.

81. At the annual general meeting the Chairman shall announce the number of valid votes cast for each candidate and declare those candidates elected to fill the vacancies who have obtained the greatest number of valid votes or if the number of candidates including retiring members of the Executive Committee offering themselves for re-election shall not exceed the number of vacancies shall declare all the candidates elected.
82. The decision of the Executive Committee as to the validity of any votes cast or purported to be cast shall be final and binding.
83. In the event of a tie, the President shall have a casting vote.
84. The accidental omission to issue a voting paper or papers to or the non-receipt of such papers by any Full Member or the non-receipt by the Secretary of any completed voting papers shall not invalidate any election. All voting papers shall be preserved for at least three months after the declaration of the result of the election.
85. In addition and without prejudice to the provisions of the Companies Acts, the Association may by extraordinary resolution remove any member of the Executive Committee before the expiration of his period of office, and may by any ordinary resolution appoint another Member in his place, but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF MEMBERS OF THE BOARD AND EXECUTIVE COMMITTEE

86. Any provisions of the Companies Acts which would have the effect of rendering any person ineligible for appointment as a member of the Board or the Executive Committee on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any member of the Board or the Executive Committee over a specified age shall not apply to the Association.
87. The office of a member of the Board and Executive Committee shall be vacated:
 - a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - b) order made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the

appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;

- c) if the Member he represented ceases to be a Member of the Association or if he is no longer authorised to represent the Member;
- d) if by notice in writing to the Association he resigns his office; and
- e) if he is removed from office by an ordinary resolution of the Members.

THE DIRECTOR

88. The senior executive officer of the Association may be known as “the Director” (or such other name as the Board shall determine from time to time). The Director shall be appointed by the Chairman with the approval of the Board.
89. Subject to the directions from time to time of the Board the Director shall have general control of the business of the Association and of the appointment dismissal and terms of employment of its staff and shall perform such other functions as may from time to time be referred to him by the Board or by any committee of the Board.

SECRETARY

90. The Secretary shall be appointed by the Board upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by the Board.

THE SEAL

91. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee so authorised by the Board and every instrument to which the seal shall be affixed shall be signed by two members of the Board.

AUDITORS

92. Subject to the provisions of the Companies Acts, all acts done by any person acting as an auditor shall as regards all persons dealing in good faith with the Association, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

93. The auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as auditor.

DISSOLUTION

94. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions were repeated in these Articles.